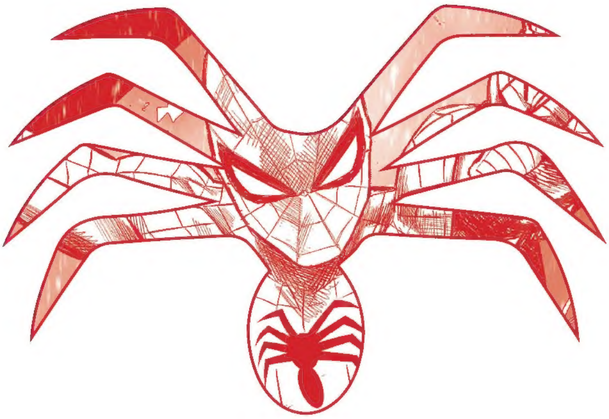
ULTIMATE MARVEL

January 2024
June 2024

Ultimate Spider-Man 1-6
Ultimate Black Panther 1-5
Ultimate X-Men 1-4
Free Comic Book Day 2024
The Ultimates 1



1

Twenty years ago, **THE MAKER** prevented a radioactive spider from biting a young **PETER PARKER**. He likewise prevented the creation of any other super heroes and formed a secret council to rule the world from the shadows. When **TONY STARK** learned the dark history of his universe, he sought to undo it—prompting the **MAKER'S COUNCIL** to attack Manhattan, killing thousands, and frame Stark for it. Peter Parker has lived his life unaware of the Maker's Council or the truth behind the spider, but that is about to change...

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SPIDER-MAN CREATED BY **STAN LEE** & **STEVE DITKO**

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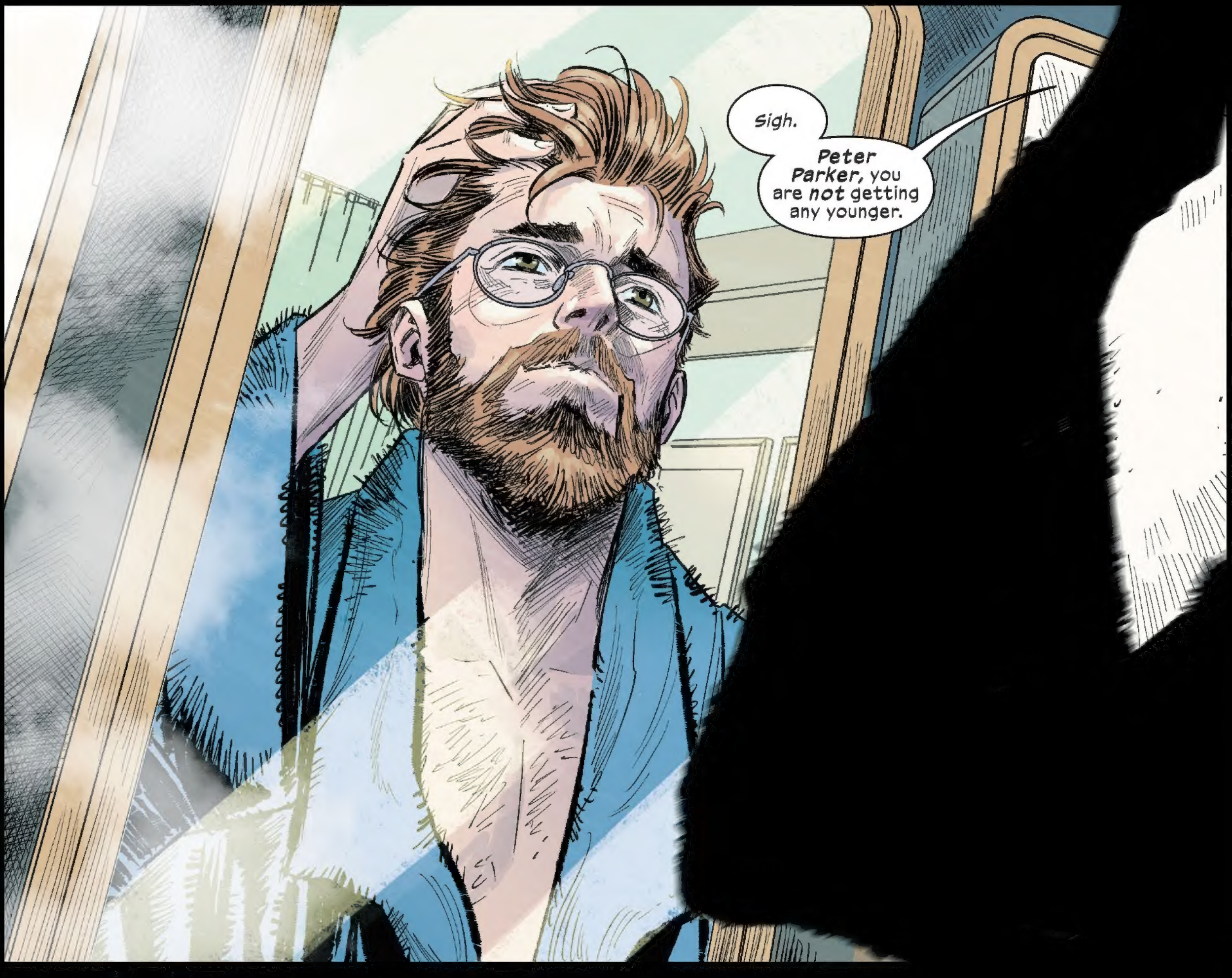
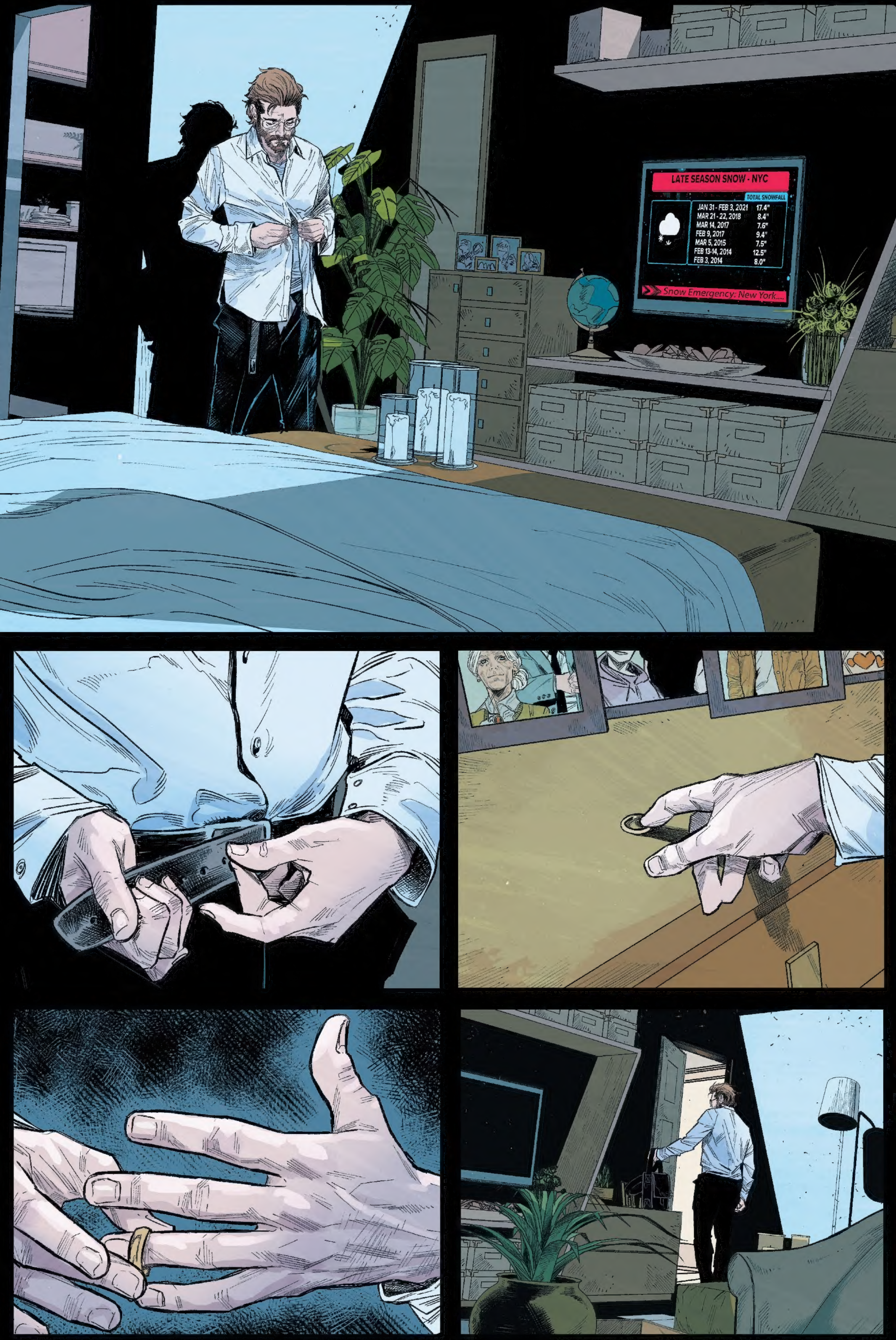
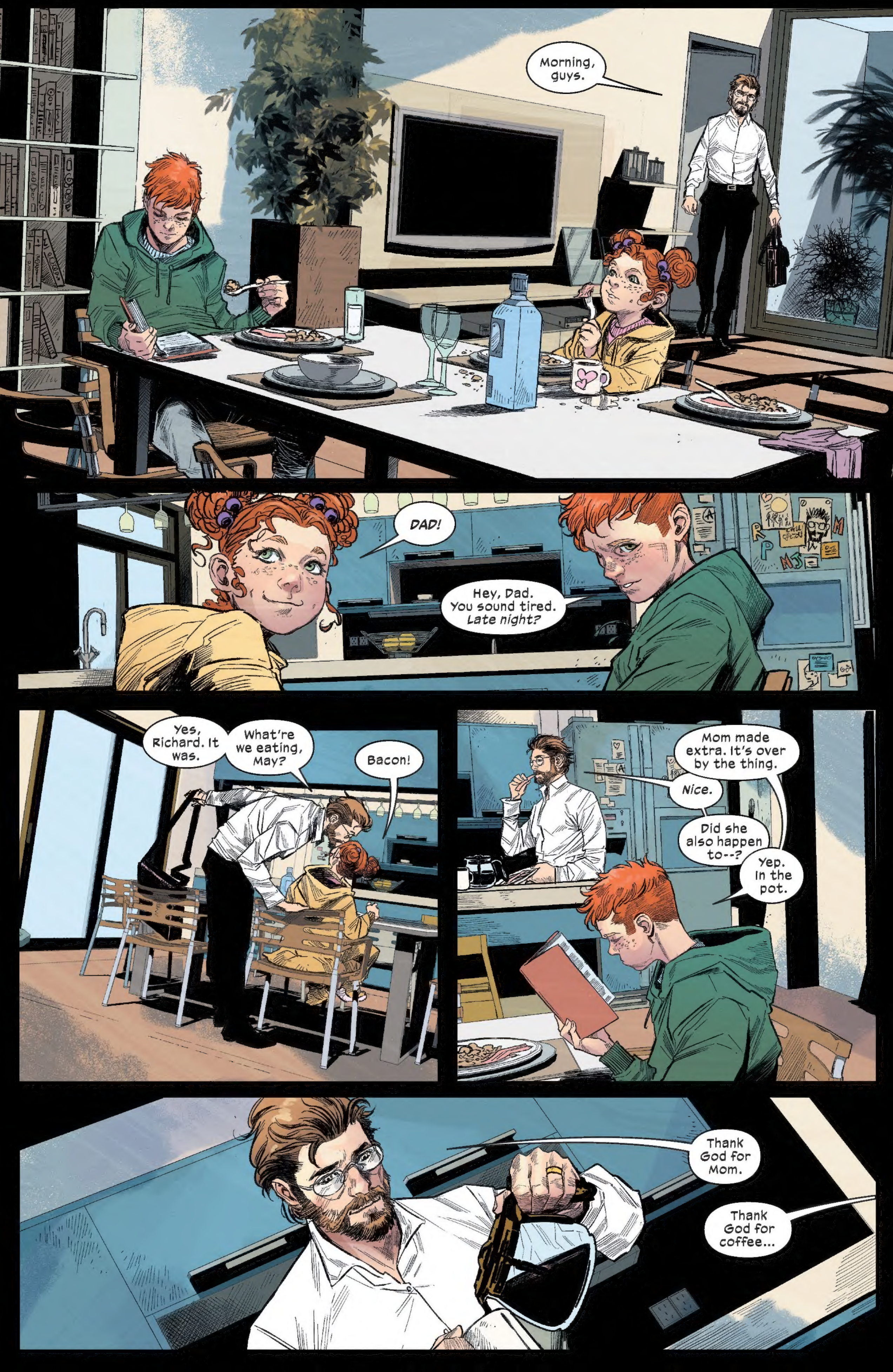
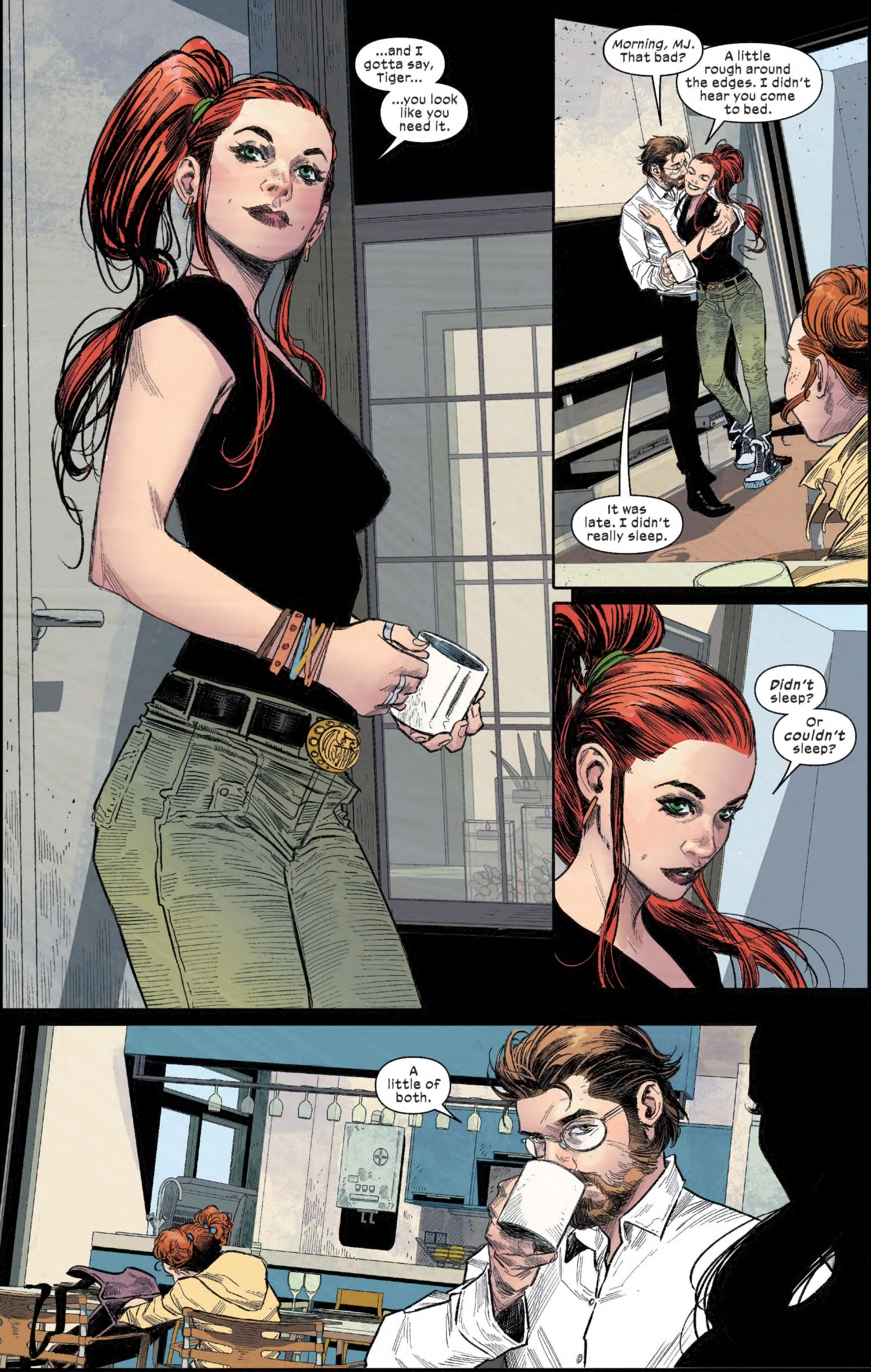
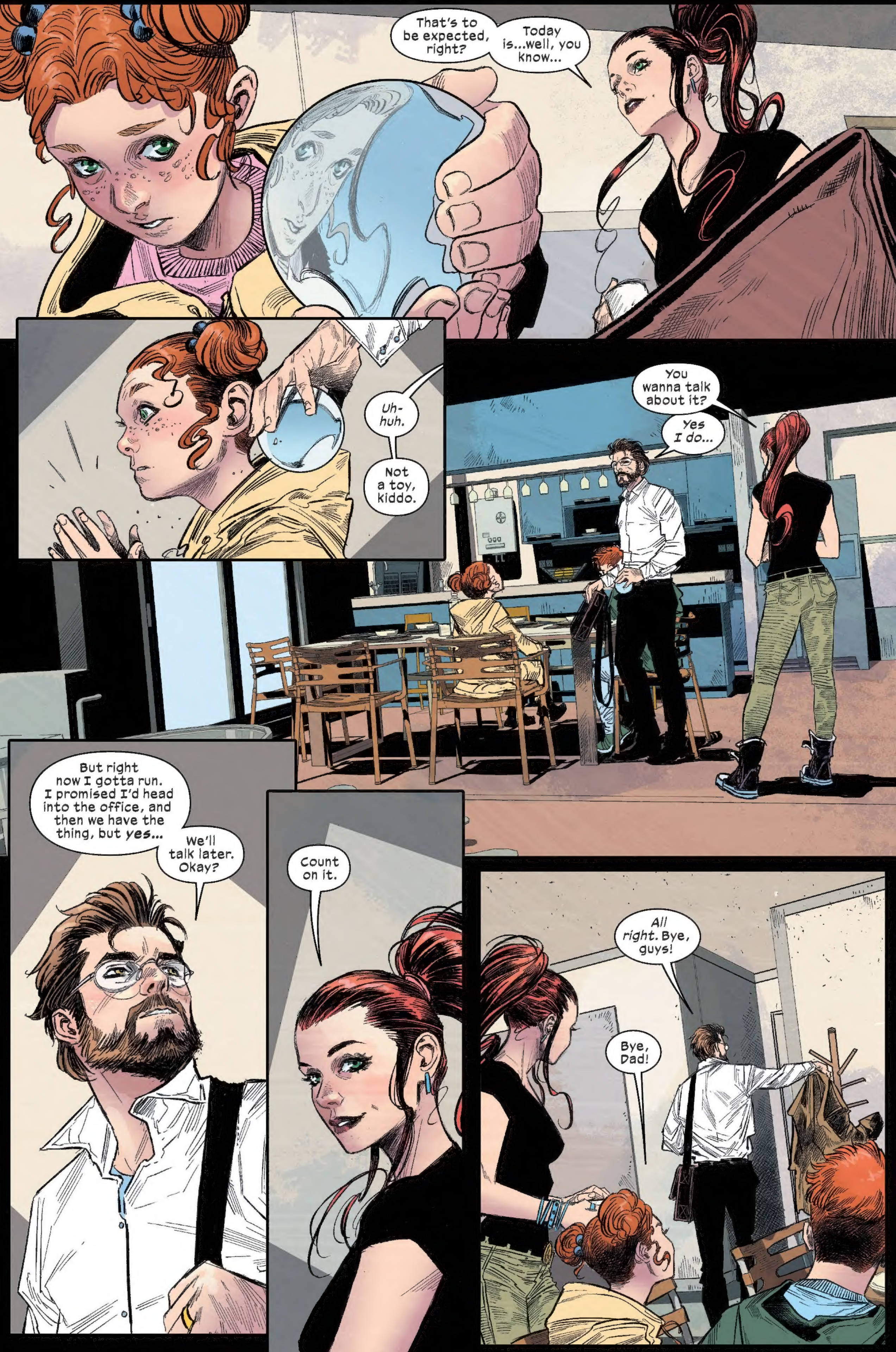
JANUARY

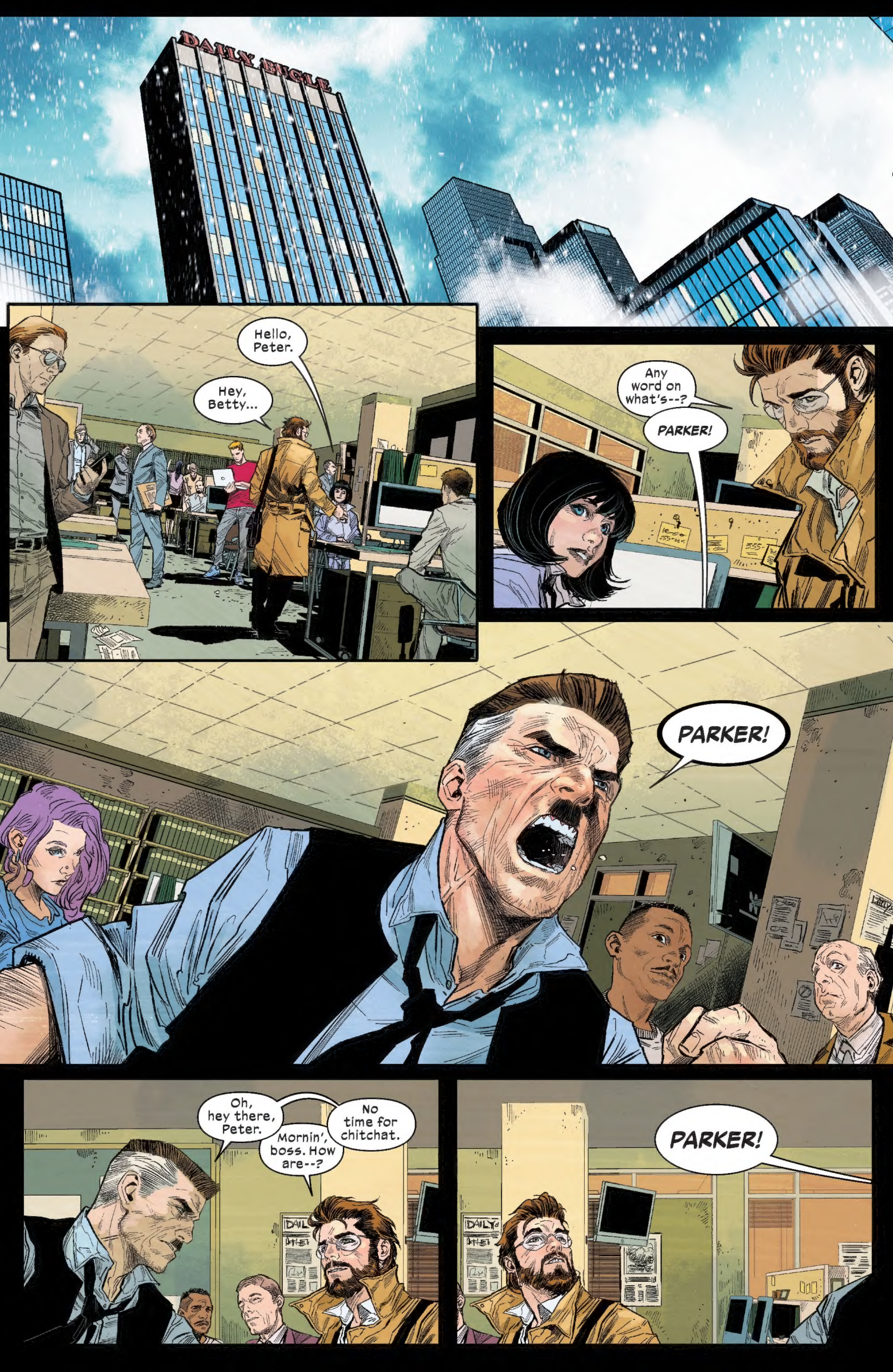

Sigh. Peter Parker, you are not getting any younger.

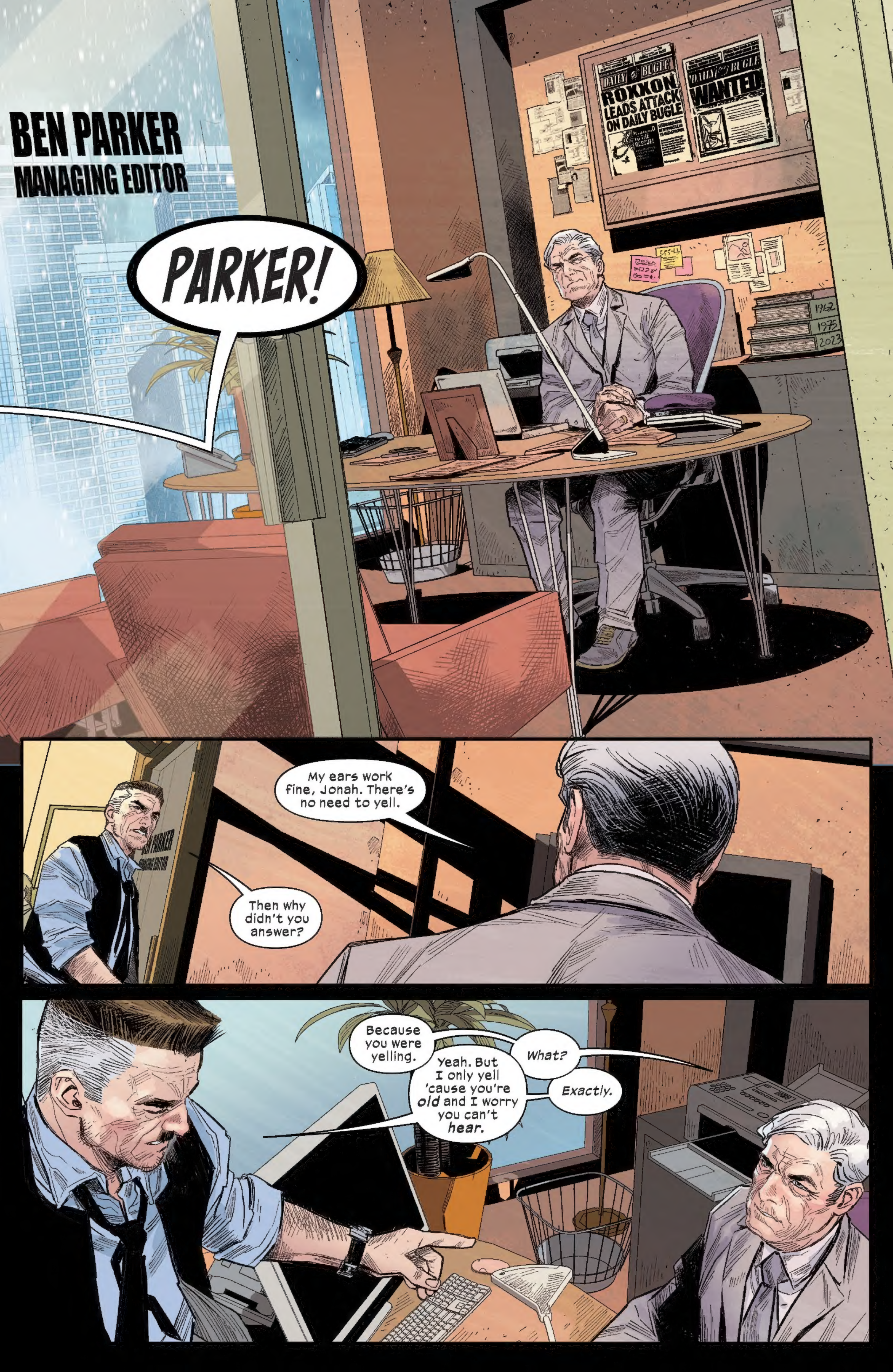

LATE SEASON SNOW - NYC
TOTAL SNOWFALL
JAN 31 - FEB 3, 2021 17.4"
MAR 21 - 22, 2018 8.4"
MAR 14, 2017 7.6"
FEB 9, 2017 9.4"
MAR 5, 2015 7.5"
FEB 13-14, 2014 12.5"
FEB 3, 2014 8.0"
Snow Emergency: New York....

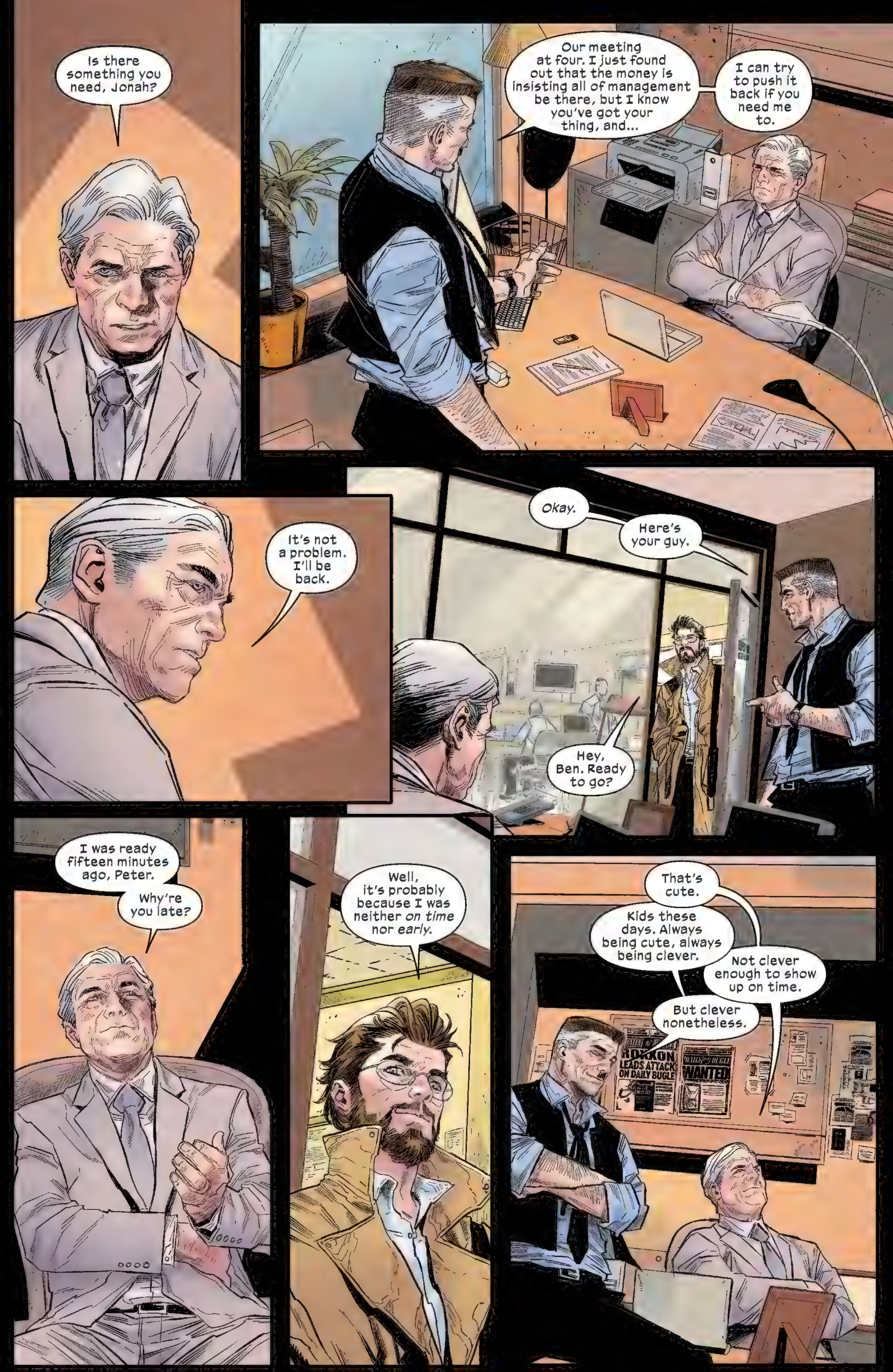

Morning, guys.
DAD!
R
P
MJ
M
Hey, Dad. You sound tired. *Late night?*
Yes, Richard. It was.
What're we eating, May?
Bacon!
Mom made extra. It's over by the thing.
Nice.
Did she also happen to--?
Yep. In the pot.
Thank God for Mom.
Thank God for coffee...

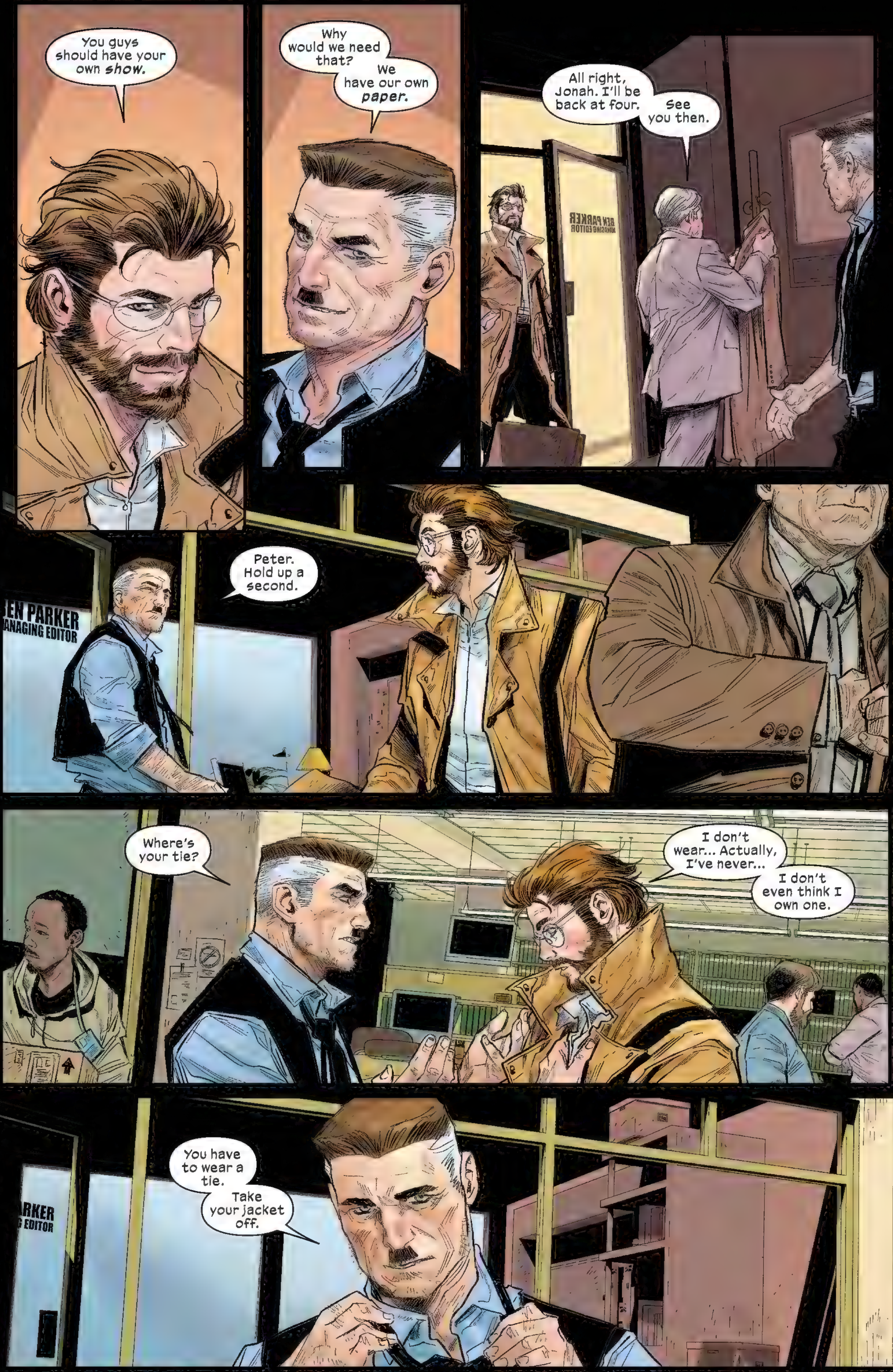

...and I gotta say, Tiger...
...you look like you need it.
Morning, MJ. That bad?
A little rough around the edges. I didn't hear you come to bed.
It was late. I didn't really sleep.
Didn't sleep?
Or *couldn't* sleep?
A little of both.

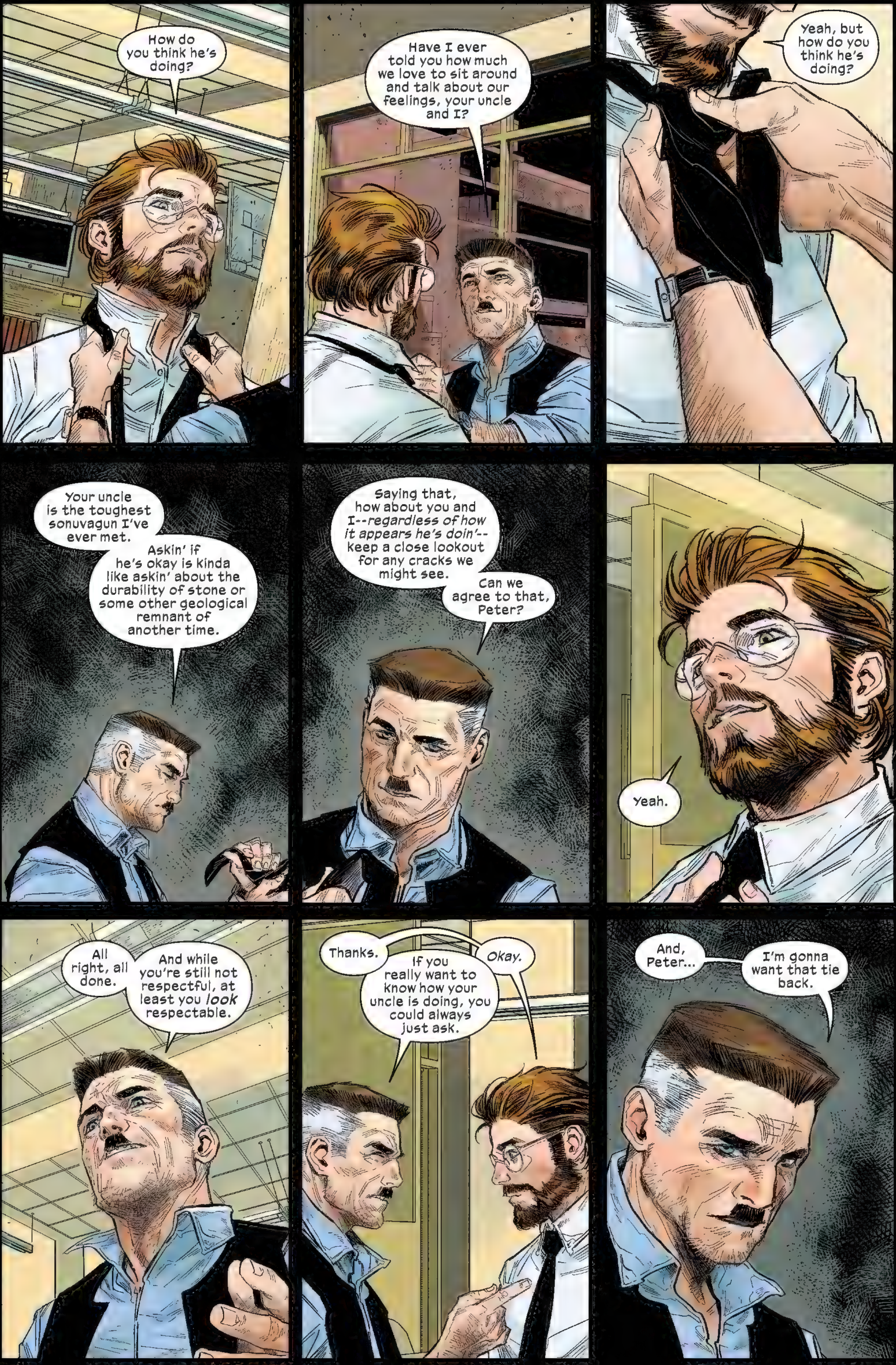

That's to be expected, right?
Today is...well, you know...
Uh-huh.
Not a toy, kiddo.
You wanna talk about it?
Yes I do...
But right now I gotta run. I promised I'd head into the office, and then we have the thing, but *yes*...
We'll talk later. Okay?
Count on it.
All right. Bye, guys!
Bye, Dad!

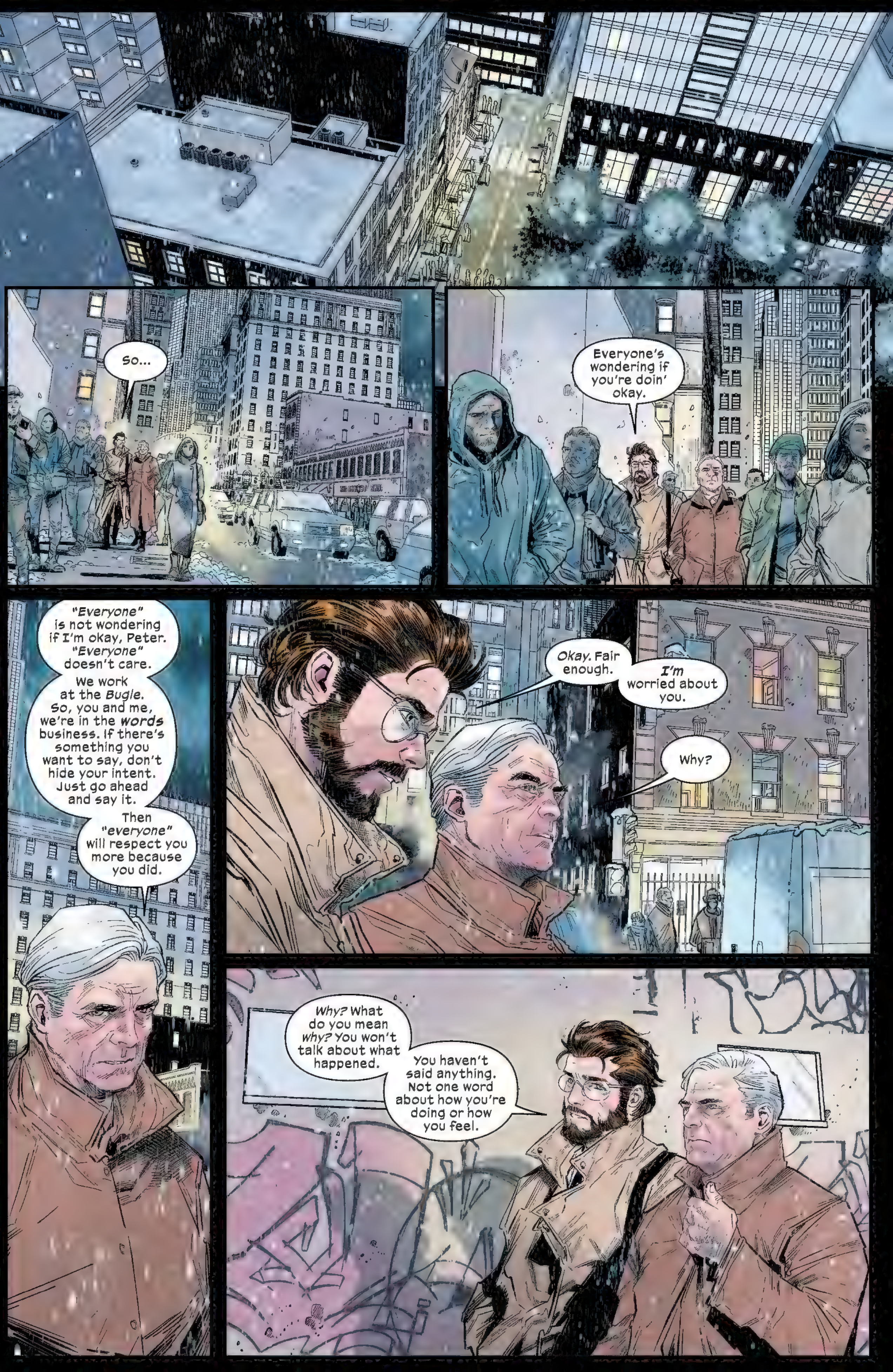

DAILY BUGLE
Hey, Betty...
Hello, Peter.
Any word on what's--?
PARKER!
PARKER!
Oh, hey there, Peter.
Mornin', boss. How are--?
No time for chitchat.
PARKER!

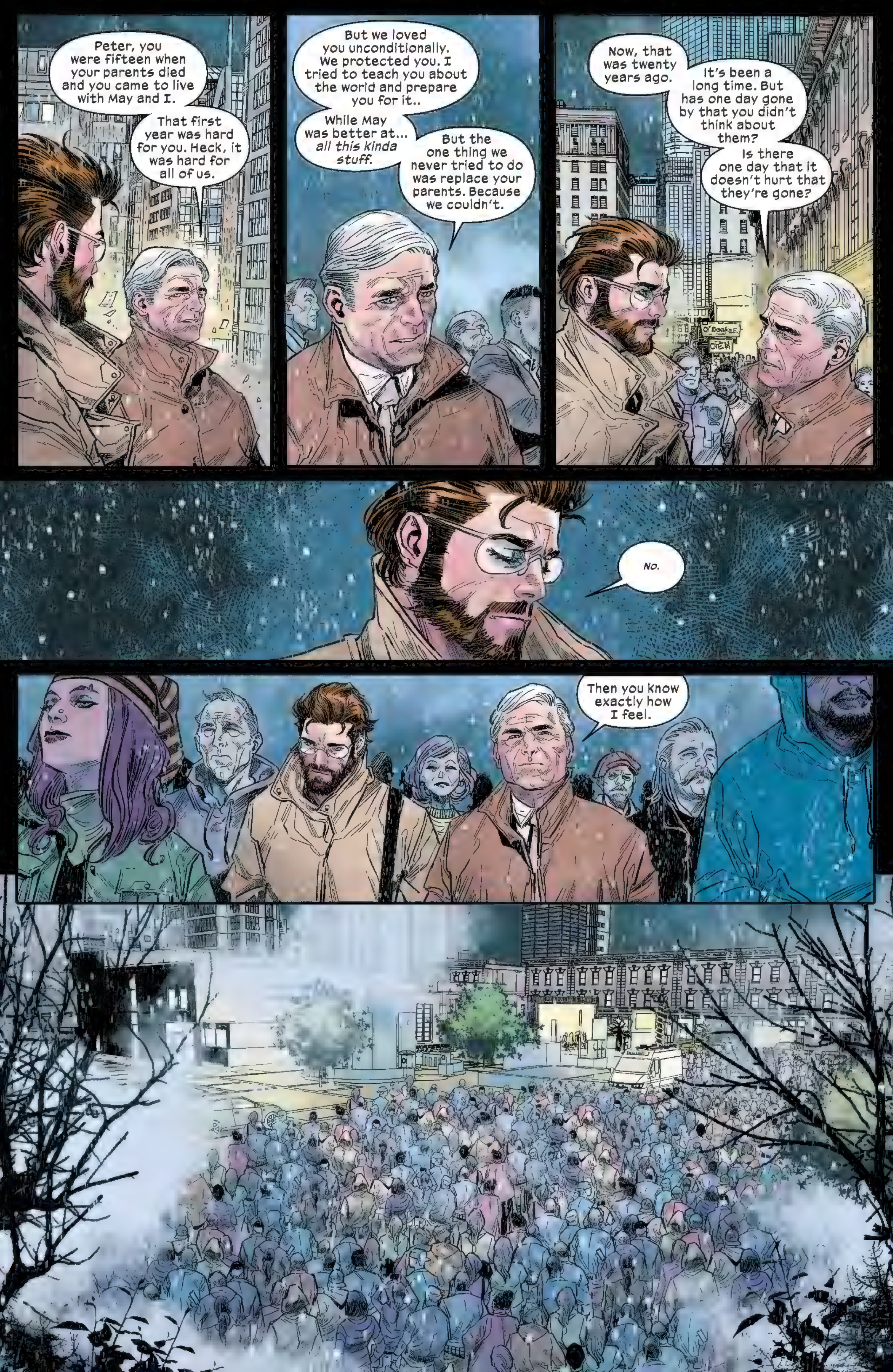

BEN PARKER
MANAGING EDITOR
PARKER!
DAILY BUGLE
ROXXON LEADS ATTACK ON DAILY BUGLE
DAILY BUGLE
WANTED!
1962
1975
2023
BEN PARKER
MANAGING EDITOR
My ears work fine, Jonah. There's no need to yell.
Then why didn't you answer?
Because you were yelling.
What?
Yeah. But I only yell 'cause you're *old* and I worry you can't *hear.*
Exactly.

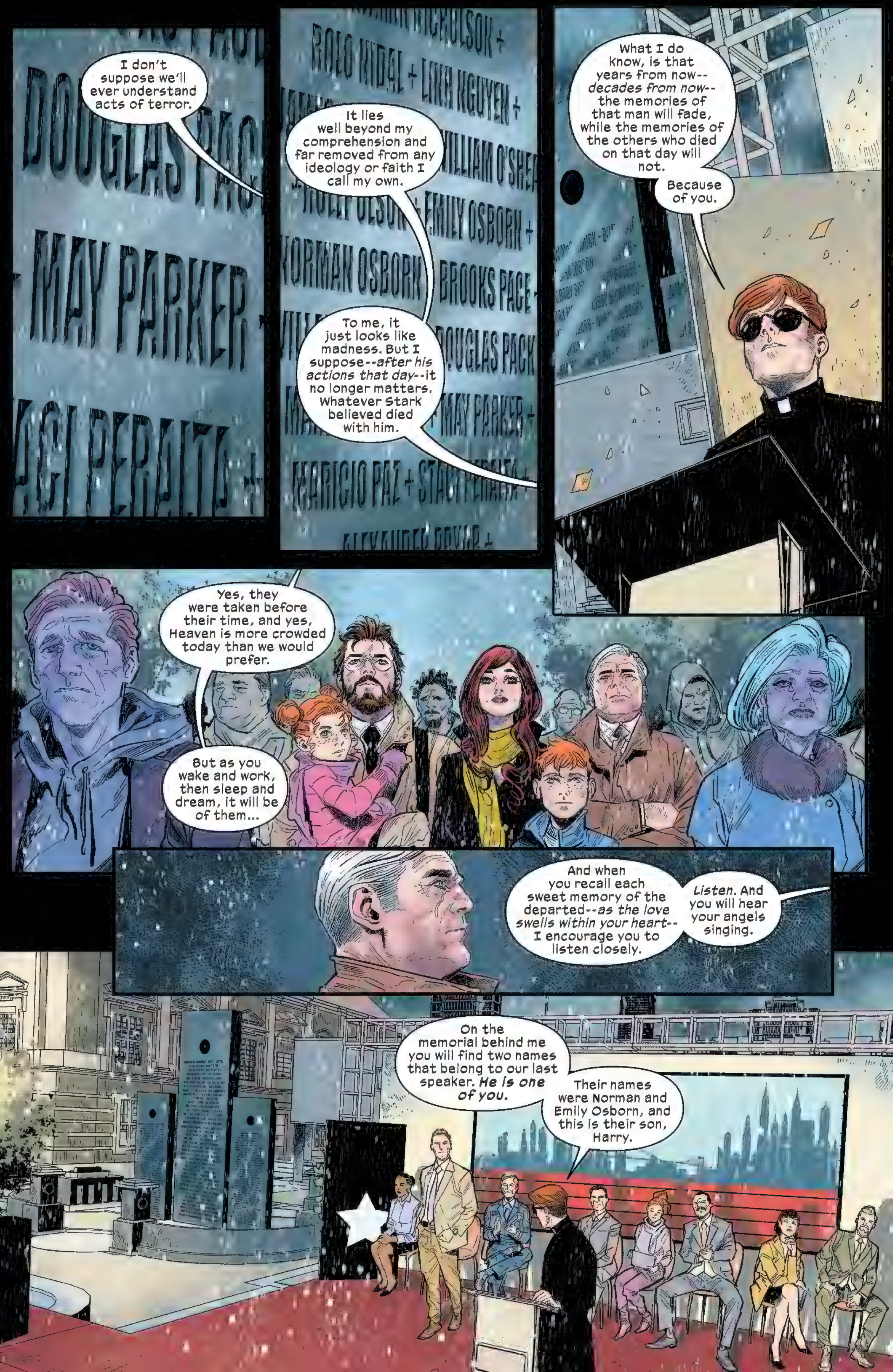

Is there something you need, Jonah?
Our meeting at four. I just found out that the money is insisting all of management be there, but I know you've got your thing, and...
I can try to push it back if you need me to.
It's not a problem. I'll be back.
Okay.
Here's your guy.
Hey, Ben. Ready to go?
I was ready fifteen minutes ago, Peter.
Why're you late?
Well, it's probably because I was neither *on time* nor *early.*
That's cute.
Kids these days. Always being cute, always being clever.
Not clever enough to show up on time.
But clever nonetheless.
ROXXON LEADS ATTACK ON DAILY BUGLE
DAILY BUGLE
WANTED

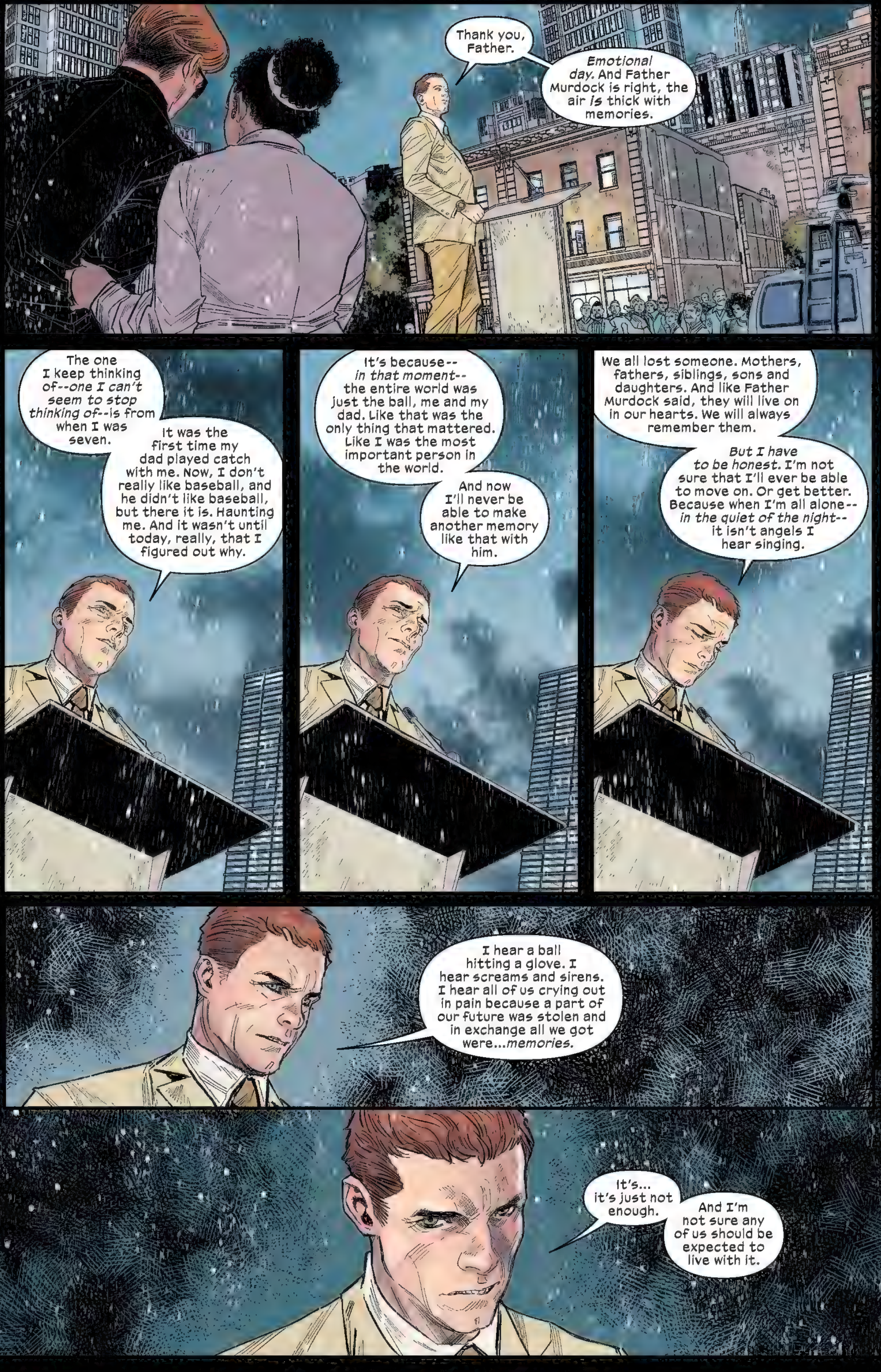

You guys should have your own *show.*
Why would we need that?
We have our own *paper.*
All right, Jonah. I'll be back at four.
See you then.
BEN PARKER MANAGING EDITOR
Peter. Hold up a second.
Where's your tie?
I don't wear... Actually, I've never...
I don't even think I own one.
You have to wear a tie.
Take your jacket off.

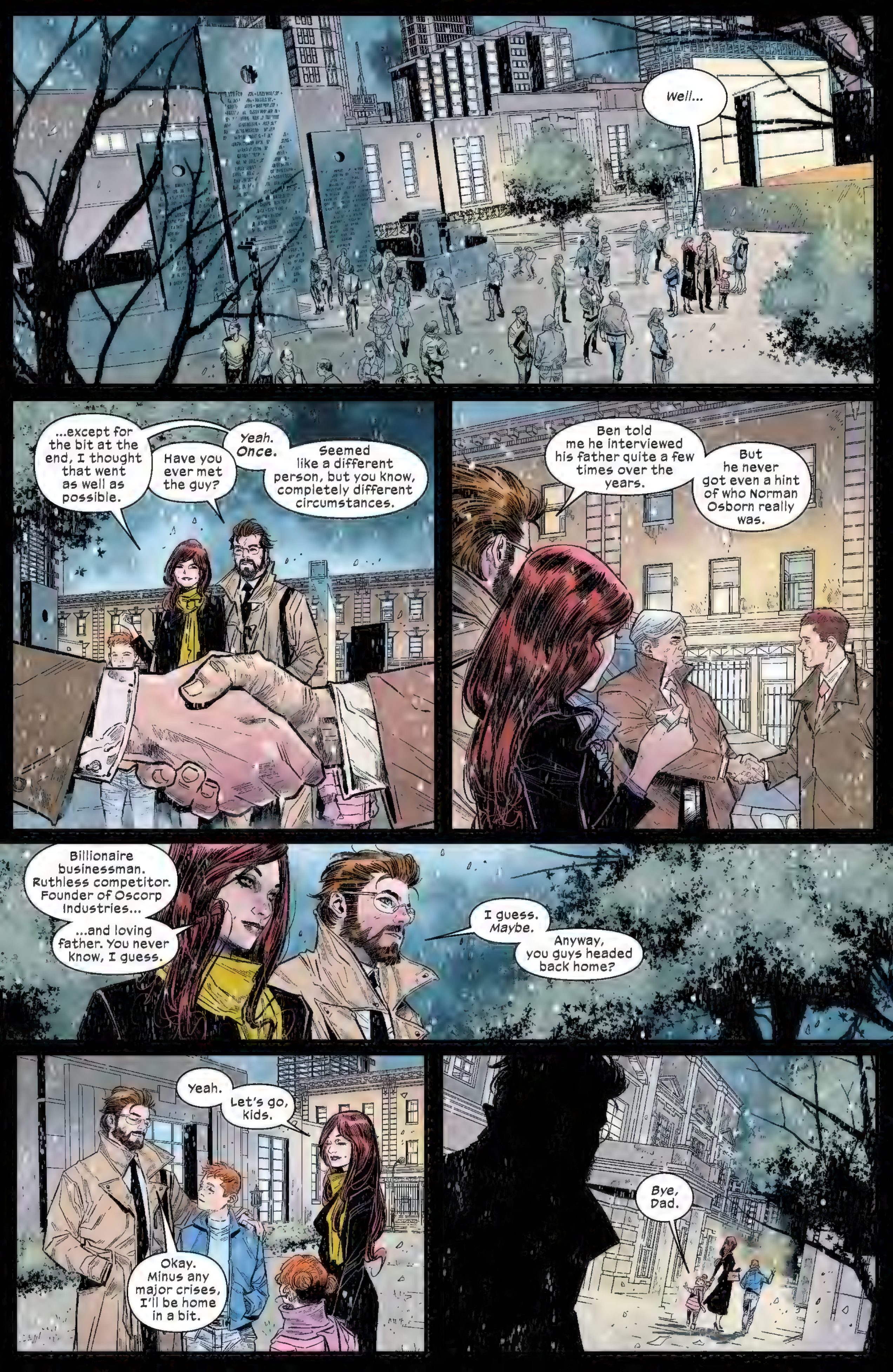

How do you think he's doing?
Have I ever told you how much we love to sit around and talk about our feelings, your uncle and I?
Yeah, but how do you think he's doing?
Your uncle is the toughest sonuvagun I've ever met.
Askin' if he's okay is kinda like askin' about the durability of stone or some other geological remnant of another time.
Saying that, how about you and I--*regardless of how it appears he's doin'*--keep a close lookout for any cracks we might see.
Can we agree to that, Peter?
Yeah.
All right, all done.
And while you're still not respectful, at least you *look* respectable.
Thanks.
Okay.
If you really want to know how your uncle is doing, you could always just ask.
And, Peter...
I'm gonna want that tie back.

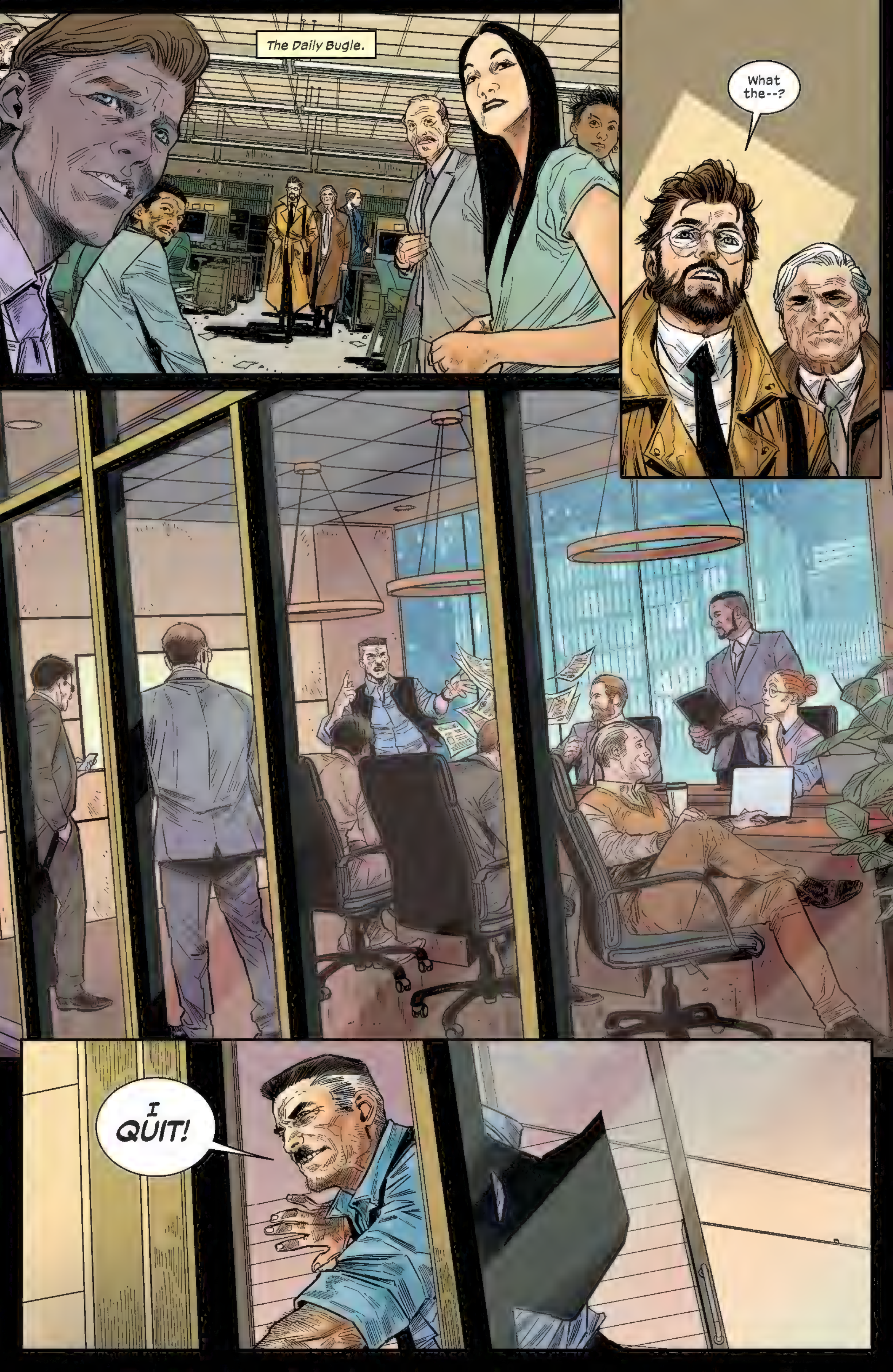

So…
Everyone's wondering if you're doin' okay.
"*Everyone*" is not wondering if I'm okay, Peter. "*Everyone*" doesn't care. We work at the *Bugle*. So, you and me, we're in the ***words*** business. If there's something you want to say, don't hide your intent. Just go ahead and say it.
Then "*everyone*" will respect you more because you did.
Okay. Fair enough.
I'm worried about you.
Why?
Why? What do you mean *why?* You won't talk about what happened.
You haven't said anything. Not one word about how you're doing or how you feel.

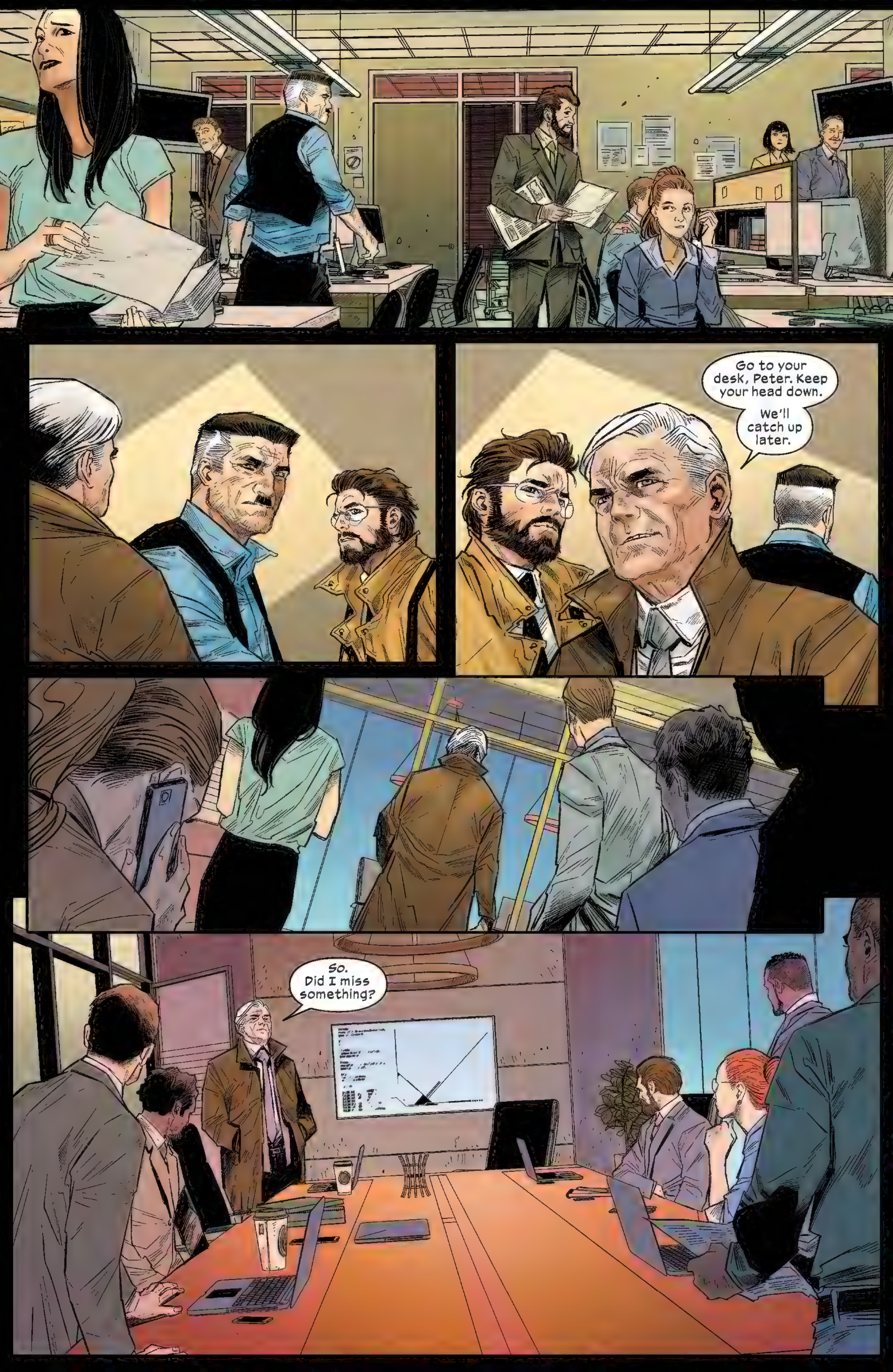

Peter, you were fifteen when your parents died and you came to live with May and I.
That first year was hard for you. Heck, it was hard for all of us.
But we loved you unconditionally. We protected you. I tried to teach you about the world and prepare you for it..
While May was better at... *all this kinda stuff.*
But the one thing we never tried to do was replace your parents. Because we couldn't.
Now, that was twenty years ago.
It's been a long time. But has one day gone by that you didn't think about them?
Is there one day that it doesn't hurt that they're gone?
OPEN
No.
Then you know exactly how I feel.

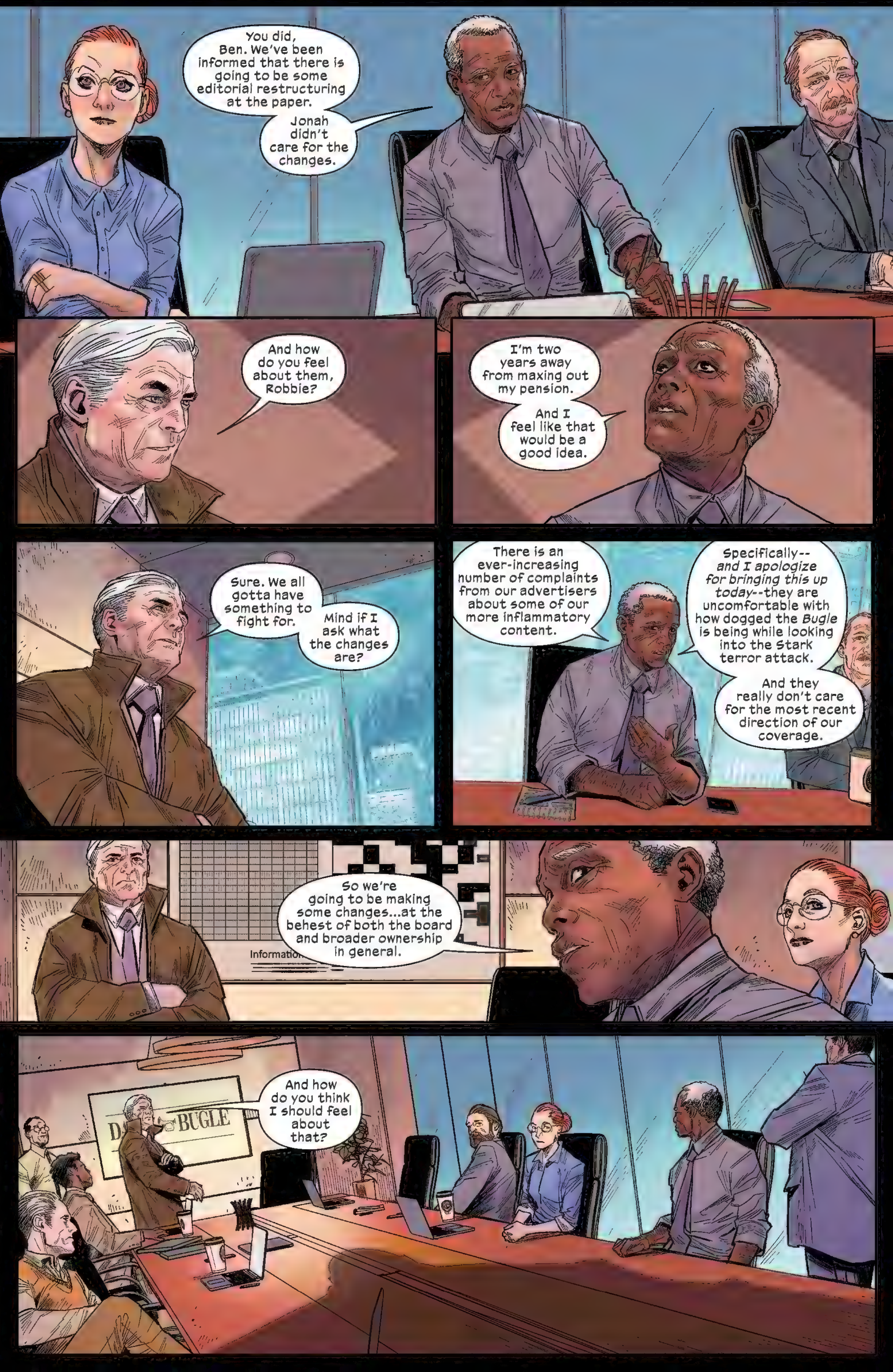

DOUGLAS PAC
MAY PARKER
I don't suppose we'll ever understand acts of terror.
ROLO VIDAL + LINH NGUYEN +
WILLIAM O'SHEA
EMILY OSBORN +
NORMAN OSBORN
BROOKS PAGE
DOUGLAS PACK
MAY PARKER +
MAURICIO PAZ +
It lies well beyond my comprehension and far removed from any ideology or faith I call my own.
To me, it just looks like madness. But I suppose--*after his actions that day*--it no longer matters. Whatever Stark believed died with him.
What I do know, is that years from now--*decades from now*--the memories of that man will fade, while the memories of the others who died on that day will not.
Because of you.
Yes, they were taken before their time, and yes, Heaven is more crowded today than we would prefer.
But as you wake and work, then sleep and dream, it will be of them...
And when you recall each sweet memory of the departed--*as the love swells within your heart*--I encourage you to listen closely.
Listen. And you will hear your angels singing.
On the memorial behind me you will find two names that belong to our last speaker. *He is one of you.*
Their names were Norman and Emily Osborn, and this is their son, Harry.

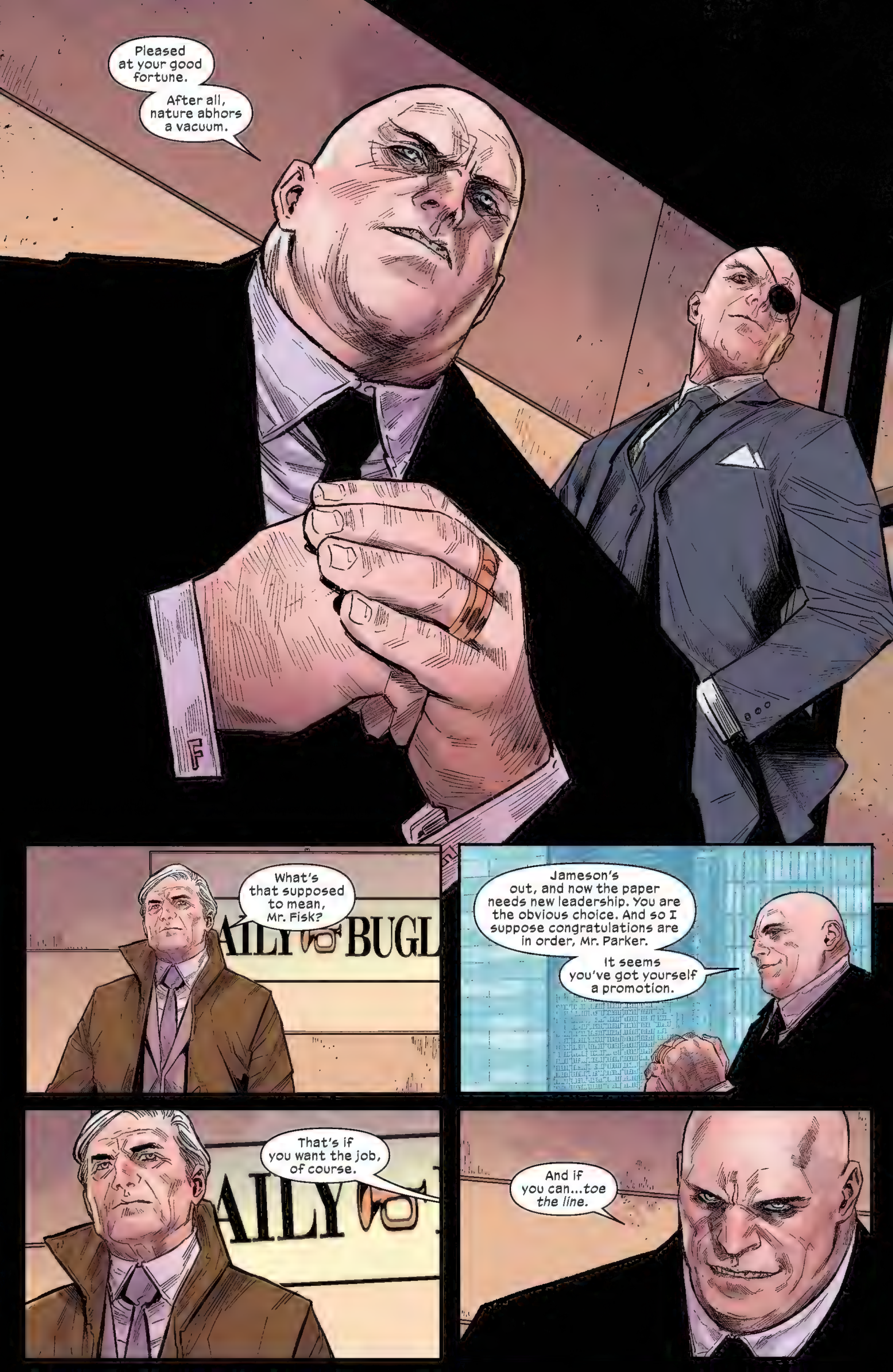

Thank you, Father.
Emotional day. And Father Murdock is right, the air *is* thick with memories.
The one I keep thinking of--*one I can't seem to stop thinking of*--is from when I was seven.
It was the first time my dad played catch with me. Now, I don't really like baseball, and he didn't like baseball, but there it is. Haunting me. And it wasn't until today, really, that I figured out why.
It's because-- *in that moment*-- the entire world was just the ball, me and my dad. Like that was the only thing that mattered. Like I was the most important person in the world.
And now I'll never be able to make another memory like that with him.
We all lost someone. Mothers, fathers, siblings, sons and daughters. And like Father Murdock said, they will live on in our hearts. We will always remember them.
But I have to be honest. I'm not sure that I'll ever be able to move on. Or get better. Because when I'm all alone-- *in the quiet of the night*-- it isn't angels I hear singing.
I hear a ball hitting a glove. I hear screams and sirens. I hear all of us crying out in pain because a part of our future was stolen and in exchange all we got were...*memories.*
It's... it's just not enough.
And I'm not sure any of us should be expected to live with it.

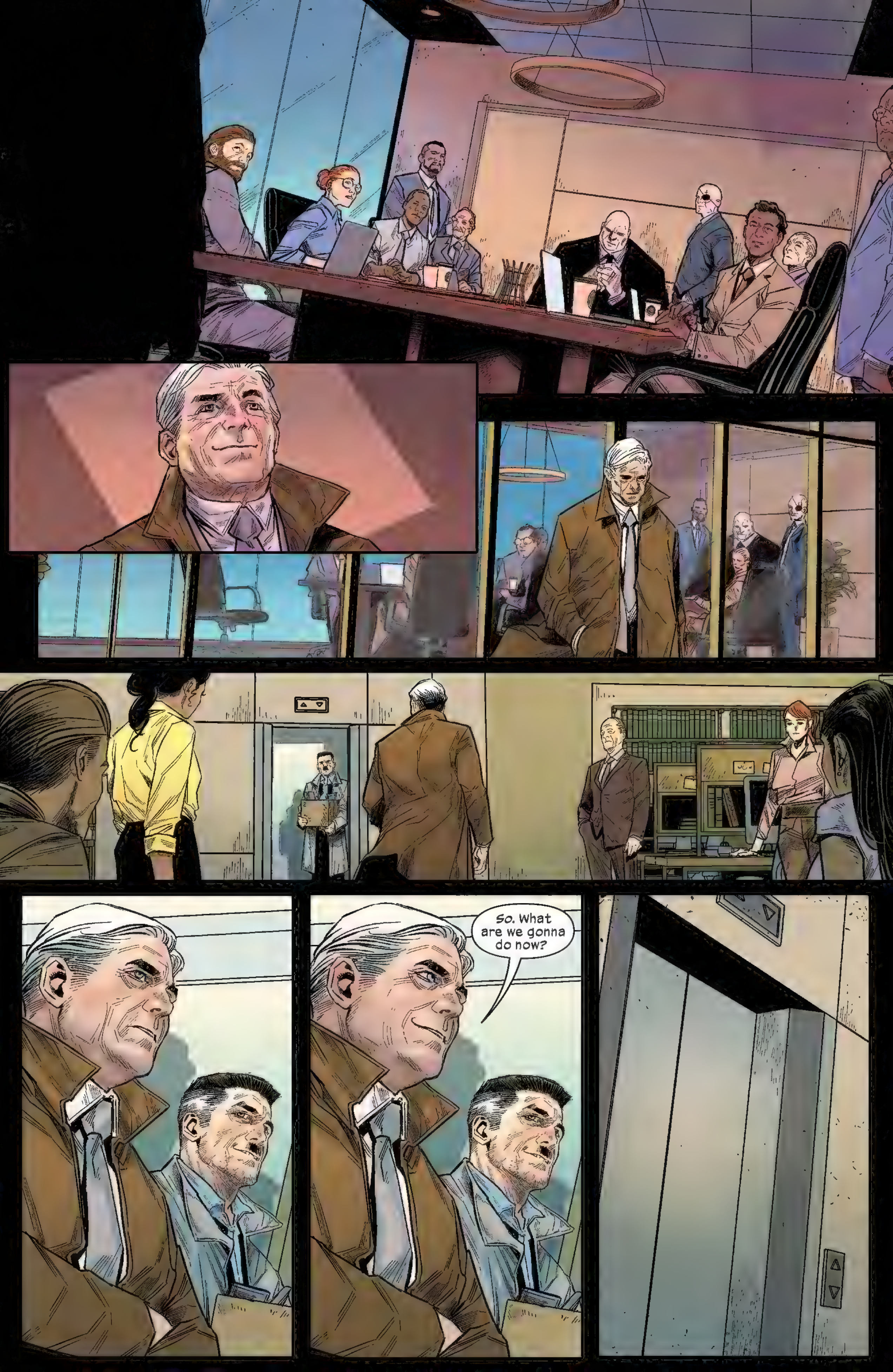

Well...
...except for the bit at the end, I thought that went as well as possible.
Have you ever met the guy?
Yeah. Once.
Seemed like a different person, but you know, completely different circumstances.
Ben told me he interviewed his father quite a few times over the years.
But he never got even a hint of who Norman Osborn really was.
Billionaire businessman. Ruthless competitor. Founder of Oscorp Industries...
...and loving father. You never know, I guess.
I guess. Maybe.
Anyway, you guys headed back home?
Yeah.
Let's go, kids.
Okay. Minus any major crises, I'll be home in a bit.
Bye, Dad.

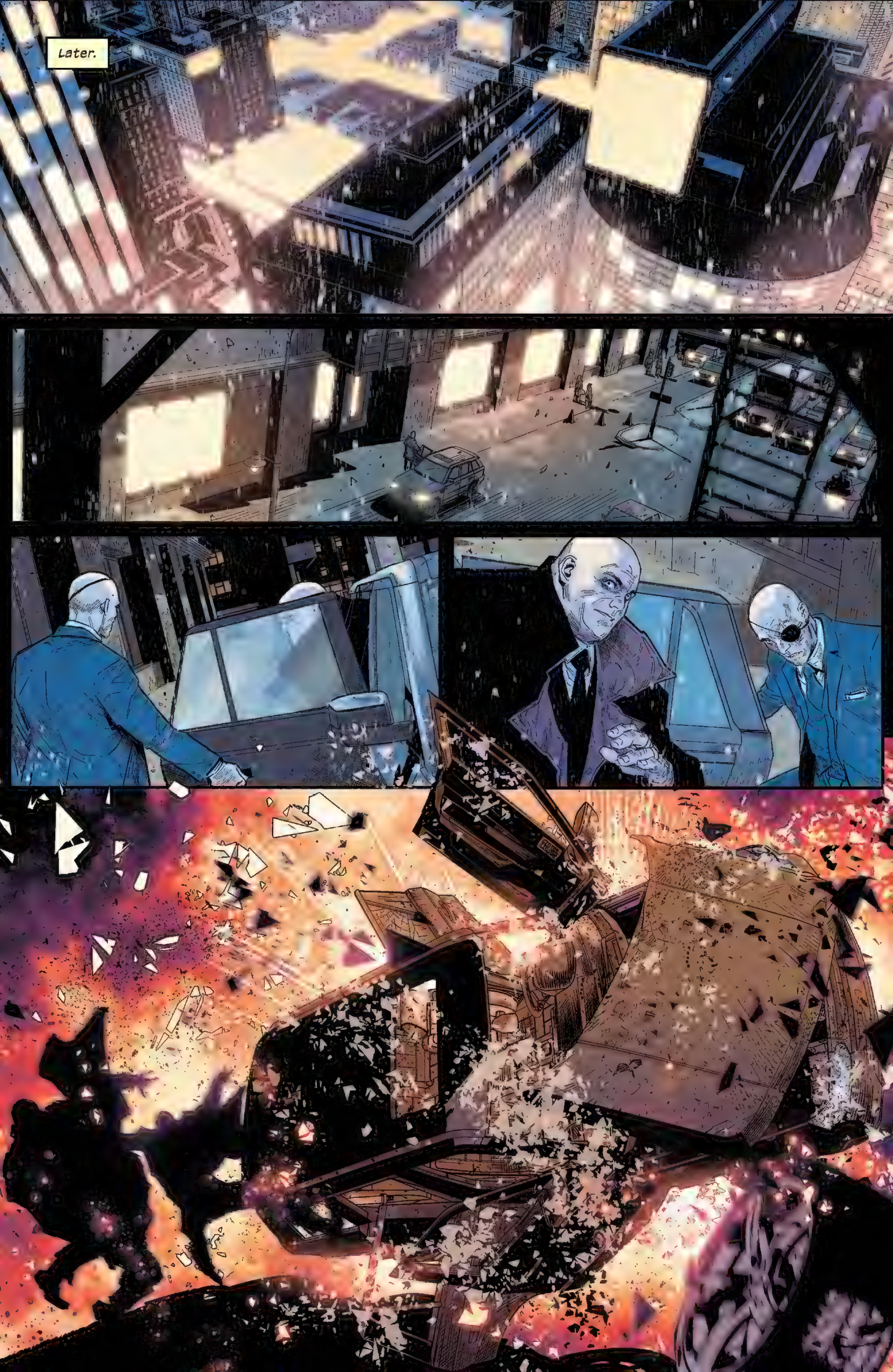

The Daily Bugle.
What the--?
I QUIT!

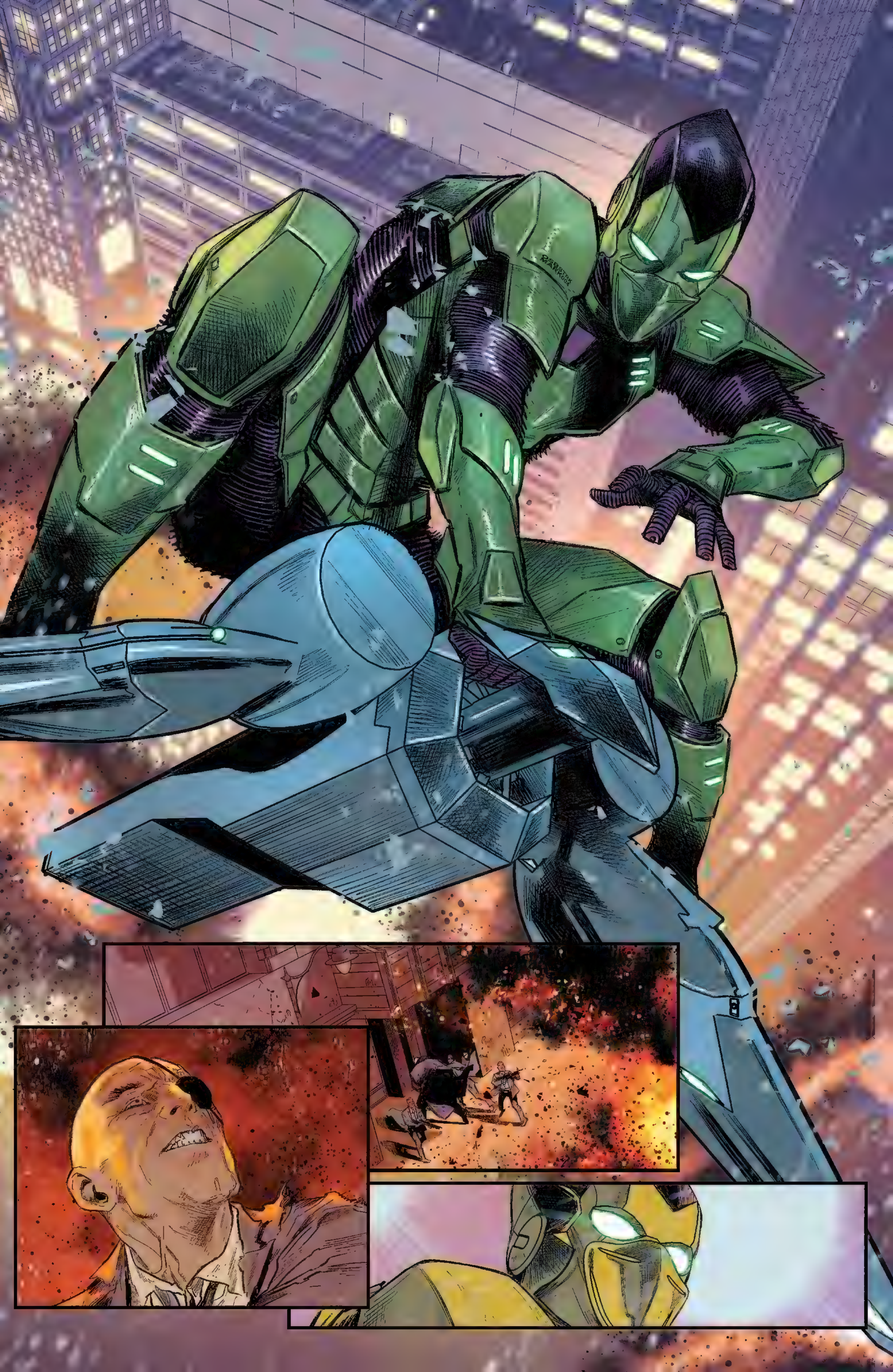

Go to your desk, Peter. Keep your head down.
We'll catch up later.
So. Did I miss something?

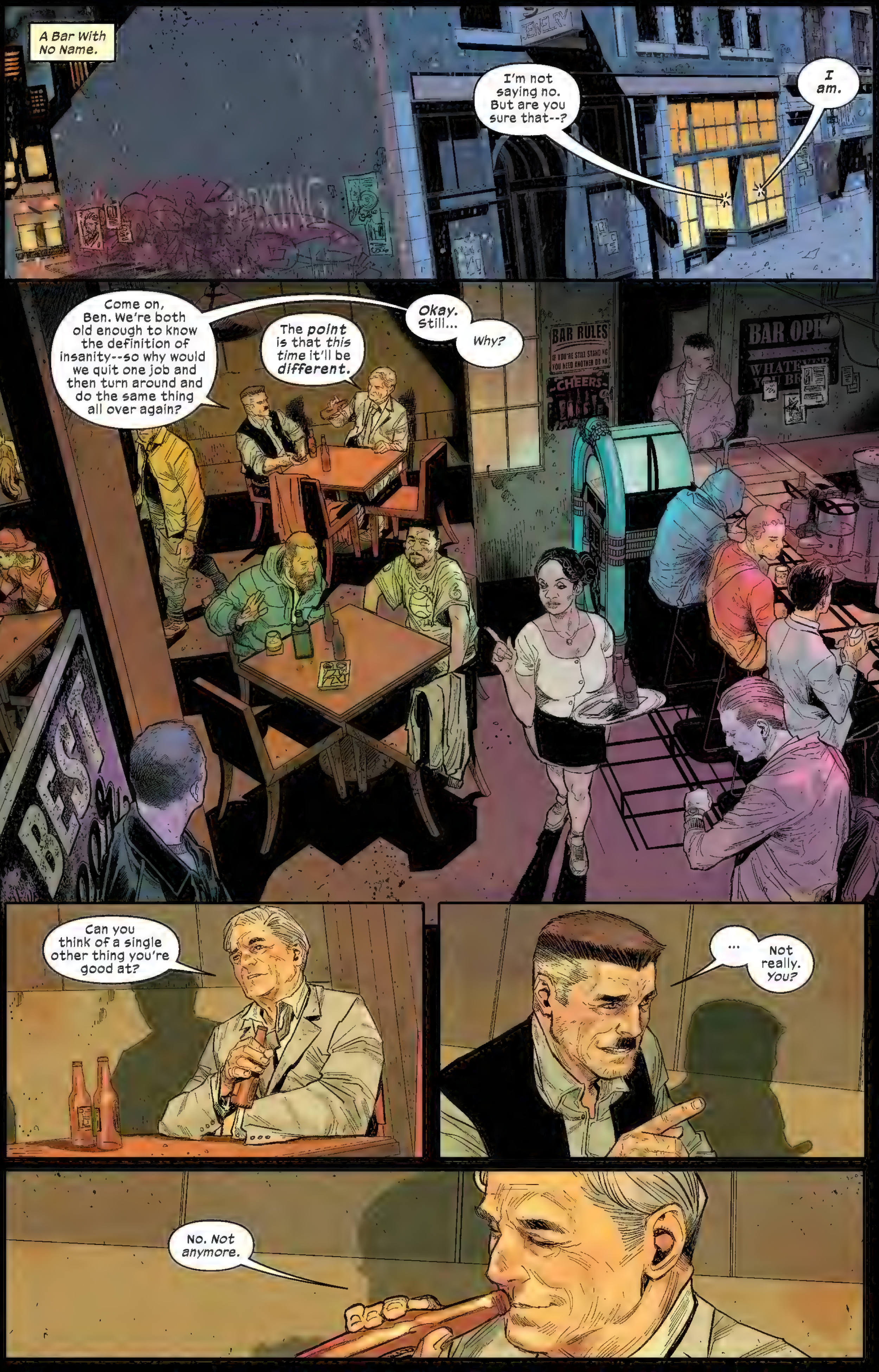

You did, Ben. We've been informed that there is going to be some editorial restructuring at the paper.
Jonah didn't care for the changes.
And how do you feel about them, Robbie?
I'm two years away from maxing out my pension.
And I feel like that would be a good idea.
Sure. We all gotta have something to fight for.
Mind if I ask what the changes are?
There is an ever-increasing number of complaints from our advertisers about some of our more inflammatory content.
Specifically-- *and I apologize for bringing this up today*--they are uncomfortable with how dogged the *Bugle* is being while looking into the Stark terror attack.
And they really don't care for the most recent direction of our coverage.
So we're going to be making some changes...at the behest of both the board and broader ownership in general.
Informatio
And how do you think I should feel about that?
BUGLE

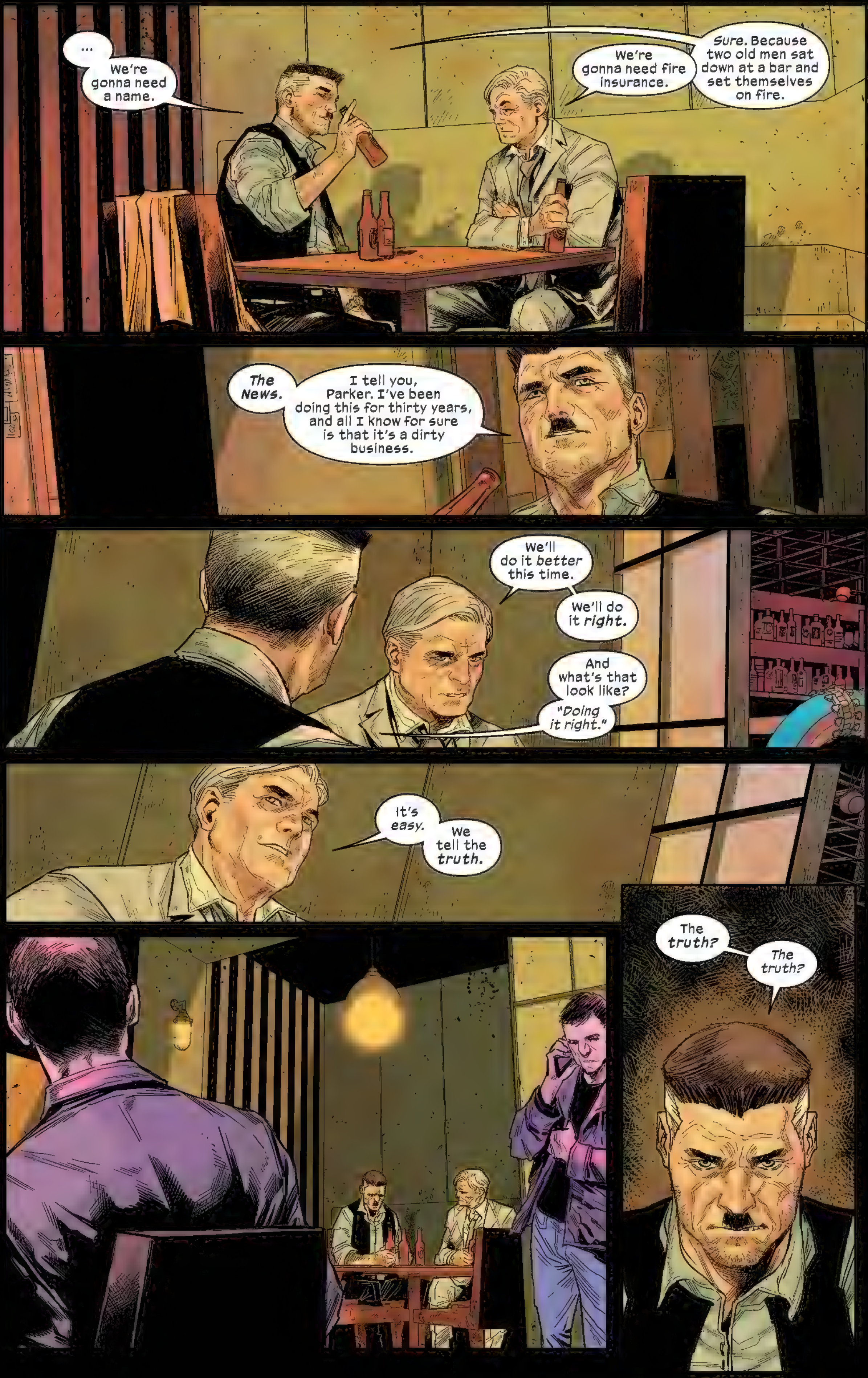

Pleased at your good fortune.
After all, nature abhors a vacuum.
F
What's that supposed to mean, Mr. Fisk?
DAILY BUGLE
Jameson's out, and now the paper needs new leadership. You are the obvious choice. And so I suppose congratulations are in order, Mr. Parker.
It seems you've got yourself a promotion.
That's if you want the job, of course.
DAILY
And if you can...*toe the line.*

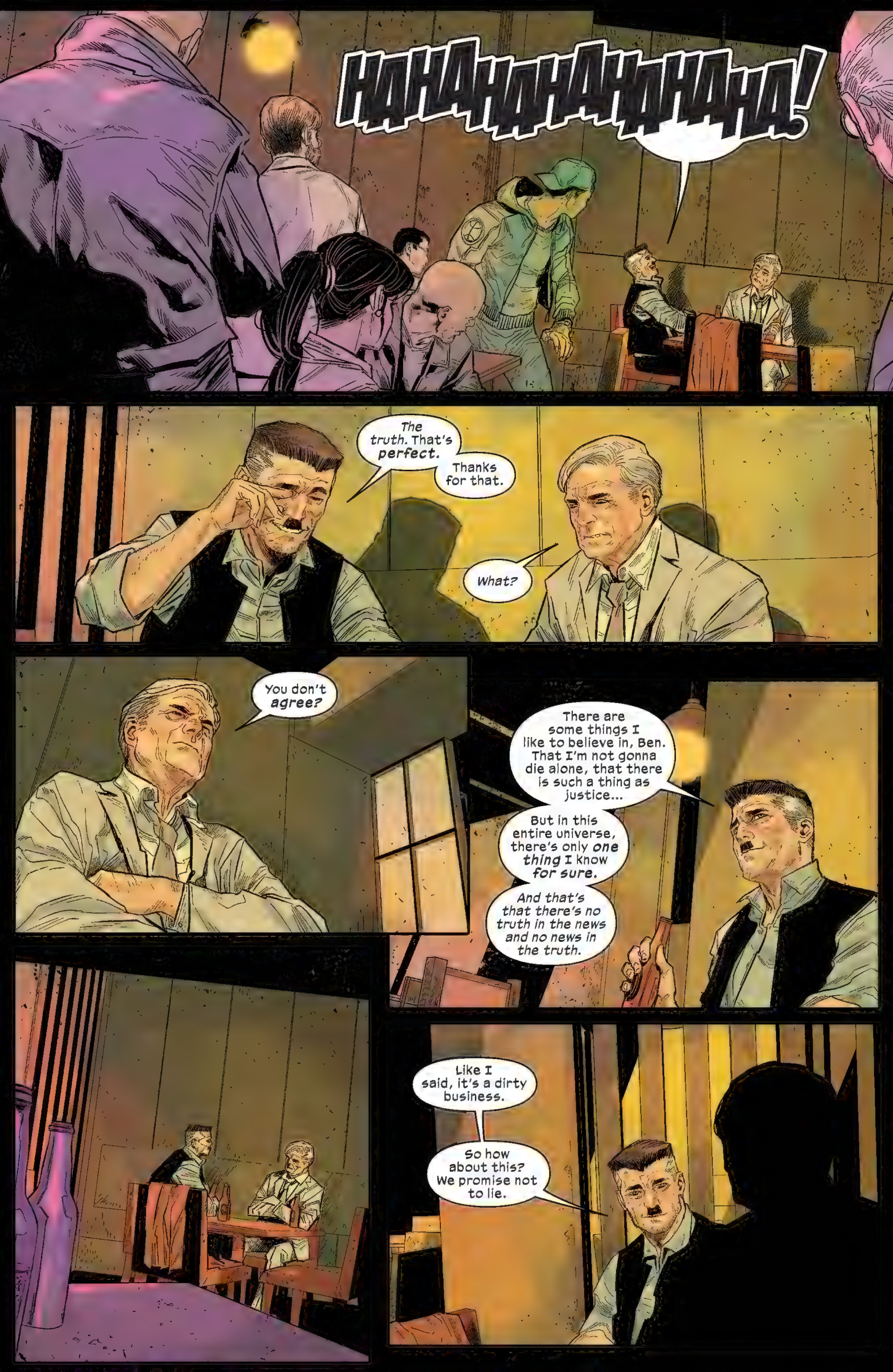

So. What are we gonna do now?

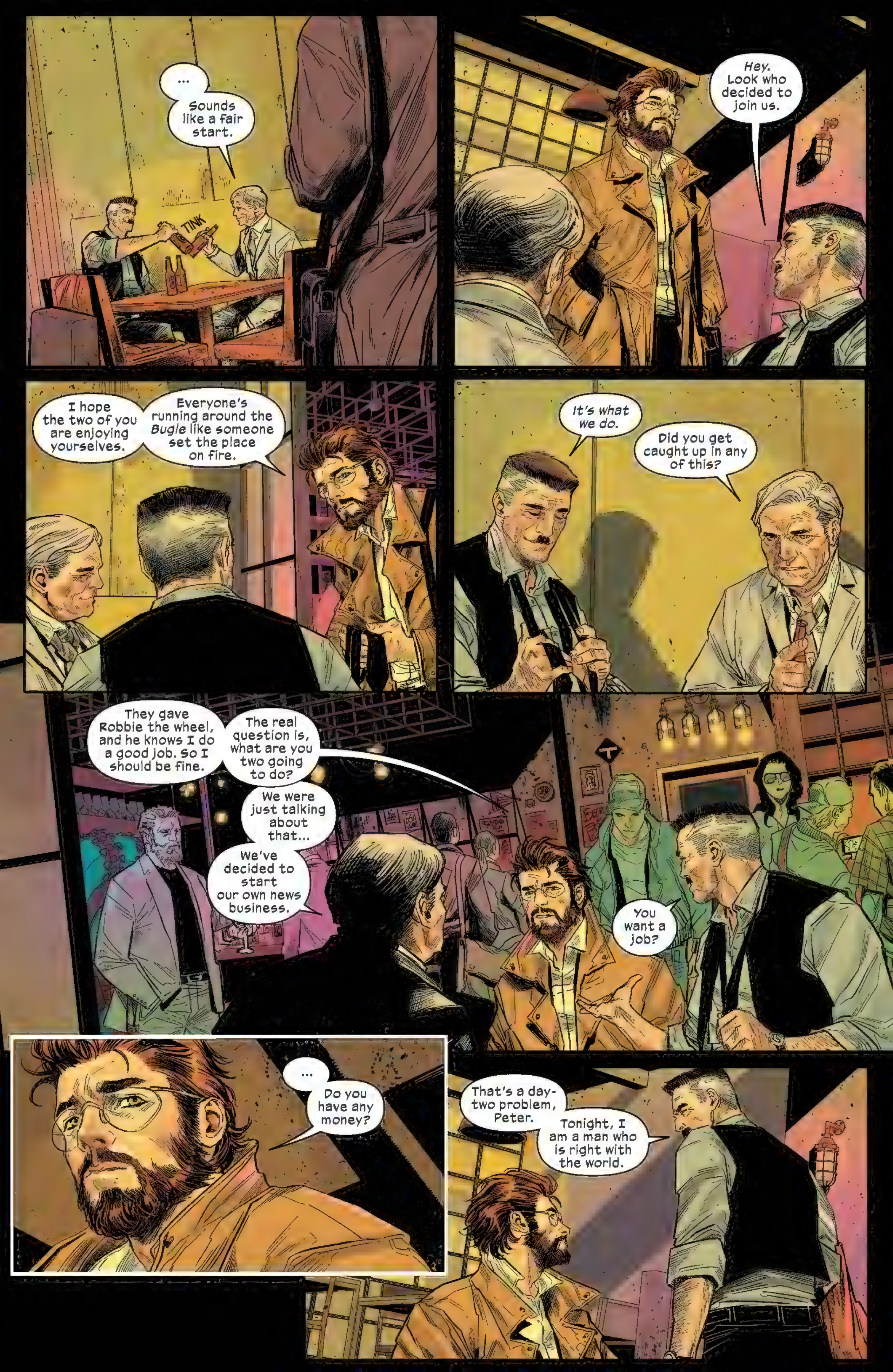

Later.

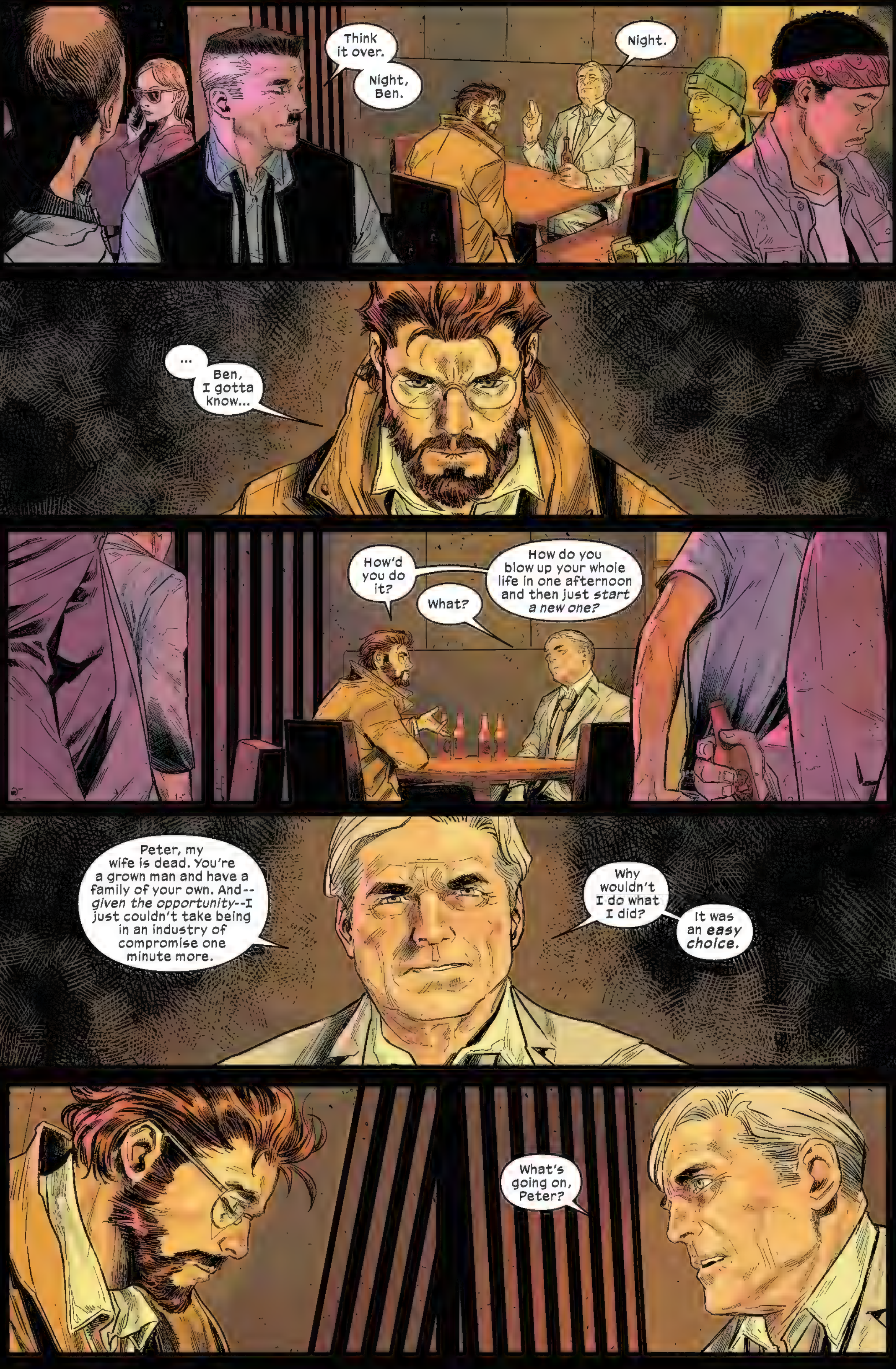

OSBSTRK
MARK004

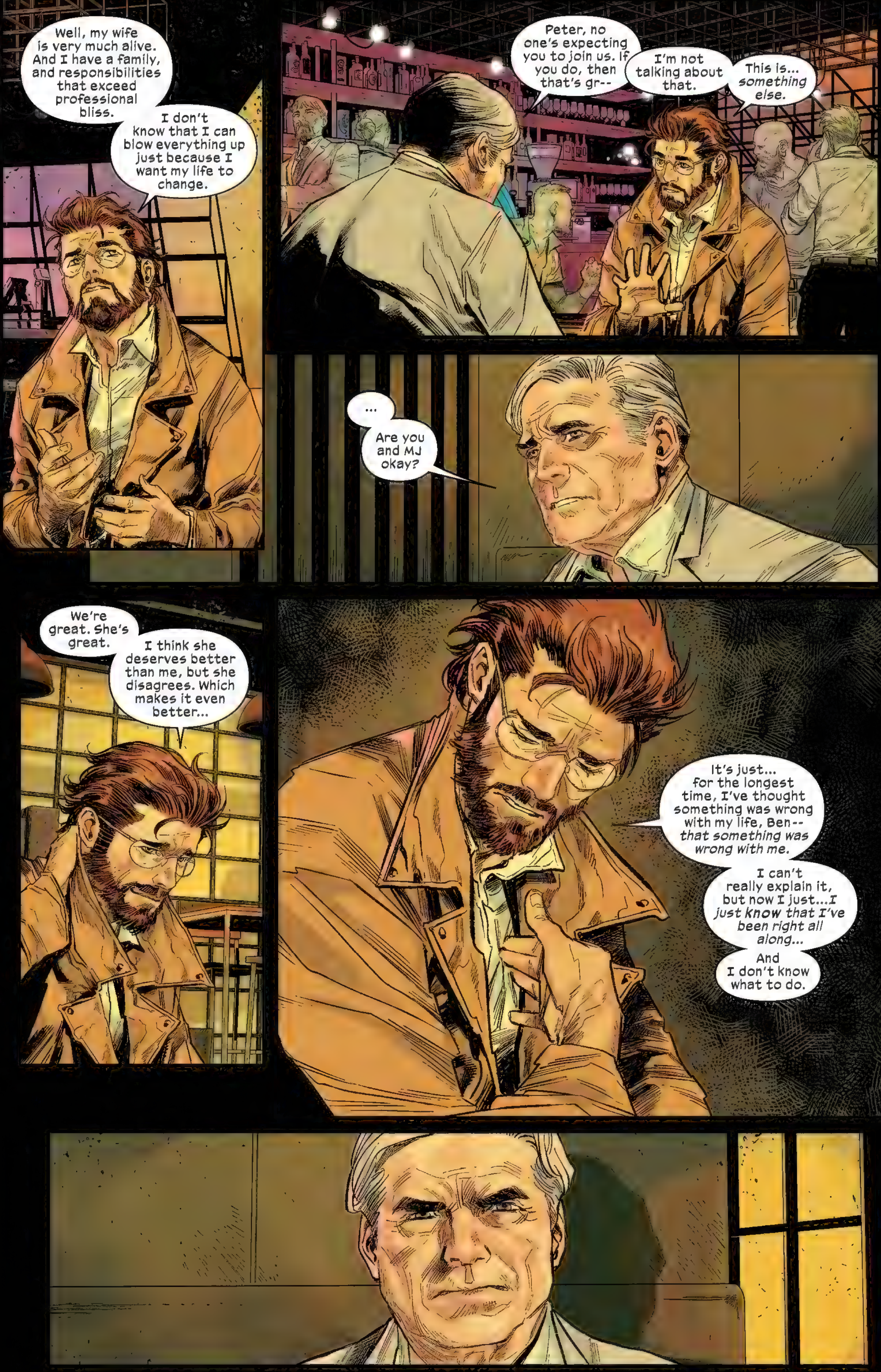

A Bar With No Name.
JEWELRY
PARKING
I'm not saying no. But are you sure that--?
I am.
Come on, Ben. We're both old enough to know the definition of insanity--so why would we quit one job and then turn around and do the same thing all over again?
The *point* is that *this time* it'll be *different.*
Okay. Still...
Why?
BAR RULES
IF YOU'RE STILL STANDING YOU NEED ANOTHER DRINK
CHEERS
BAR OPE
BEST
Can you think of a single other thing you're good at?
... Not really. *You?*
No. Not anymore.

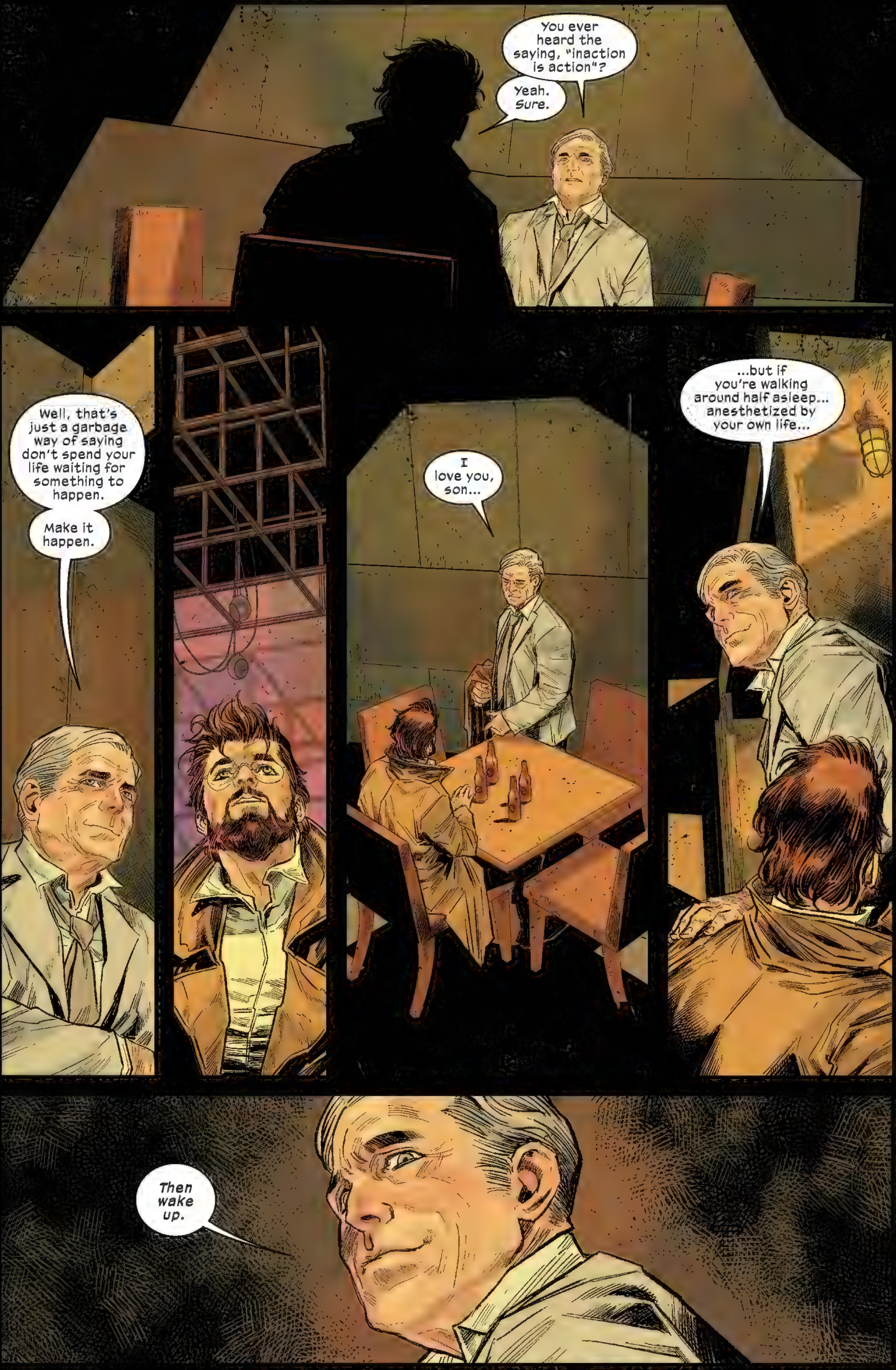

...
We're gonna need a name.
We're gonna need fire insurance.
Sure. Because two old men sat down at a bar and set themselves on fire.
The News.
I tell you, Parker. I've been doing this for thirty years, and all I know for sure is that it's a dirty business.
We'll do it better this time.
We'll do it right.
And what's that look like?
"Doing it right."
It's easy.
We tell the truth.
The truth?
The truth?

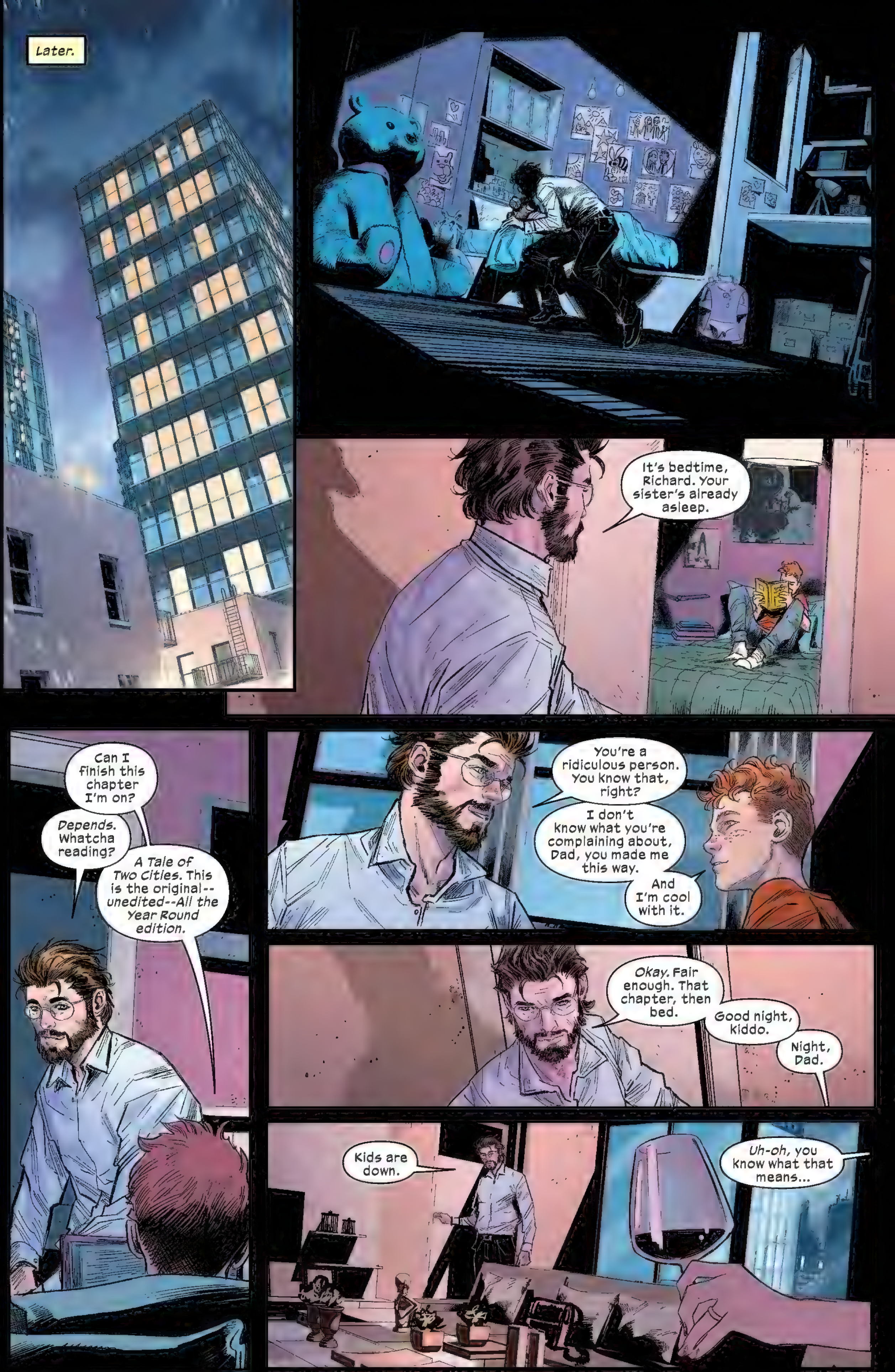

HAHAHAHAHAHAHAHA!
The truth. That's *perfect.*
Thanks for that.
What?
You don't *agree?*
There are some things I like to believe in, Ben. That I'm not gonna die alone, that there is such a thing as justice...
But in this entire universe, there's only *one thing* I know *for sure.*
And that's that there's no truth in the news and no news in the truth.
Like I said, it's a dirty business.
So how about this? We promise not to lie.

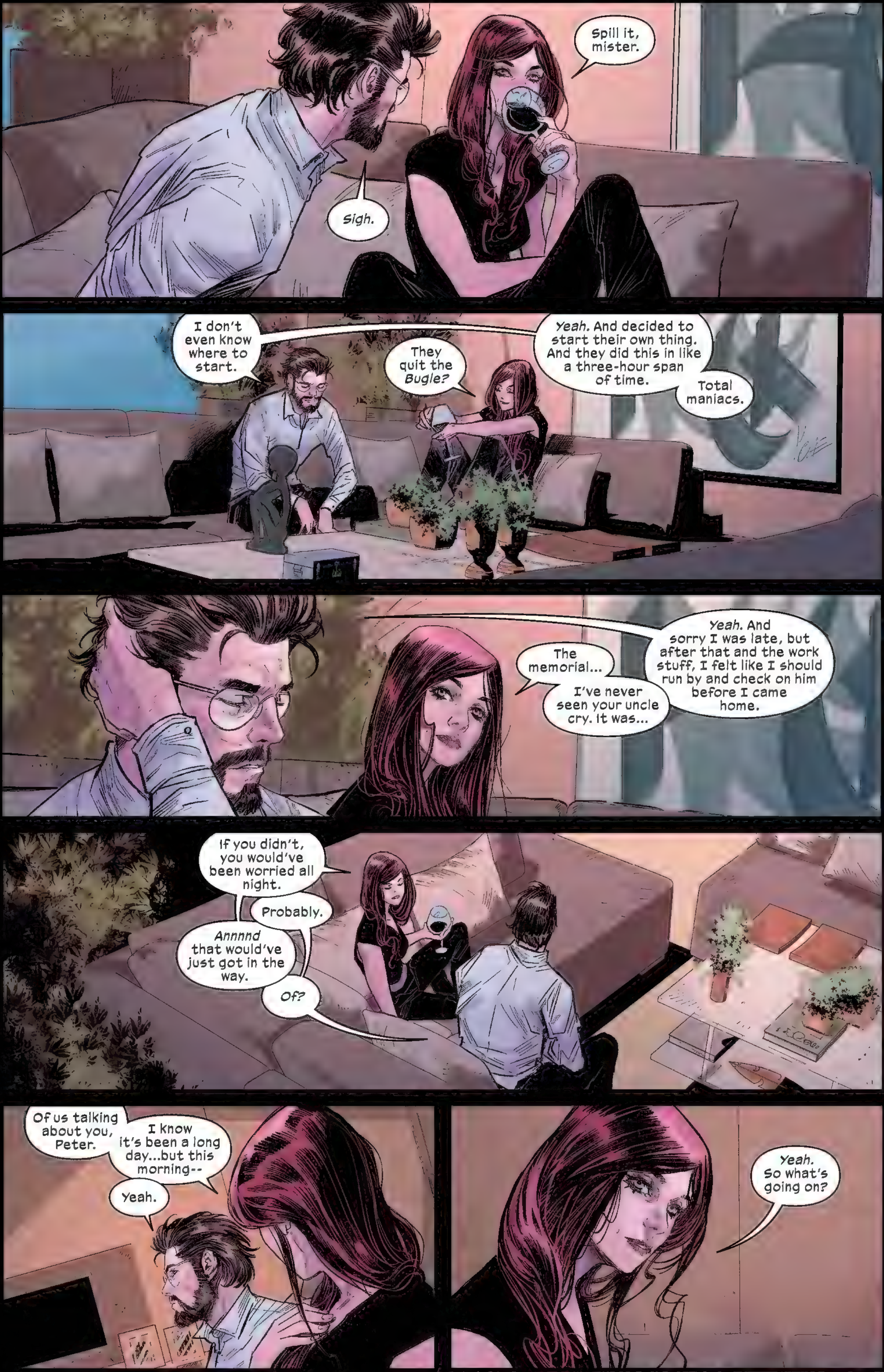

...
Sounds like a fair start.
TINK
Hey. Look who decided to join us.
I hope the two of you are enjoying yourselves.
Everyone's running around the *Bugle* like someone set the place on fire.
It's what we do.
Did you get caught up in any of this?
They gave Robbie the wheel, and he knows I do a good job. So I should be fine.
The real question is, what are you two going to do?
We were just talking about that...
We've decided to start our own news business.
You want a job?
...
Do you have any money?
That's a day-two problem, Peter.
Tonight, I am a man who is right with the world.

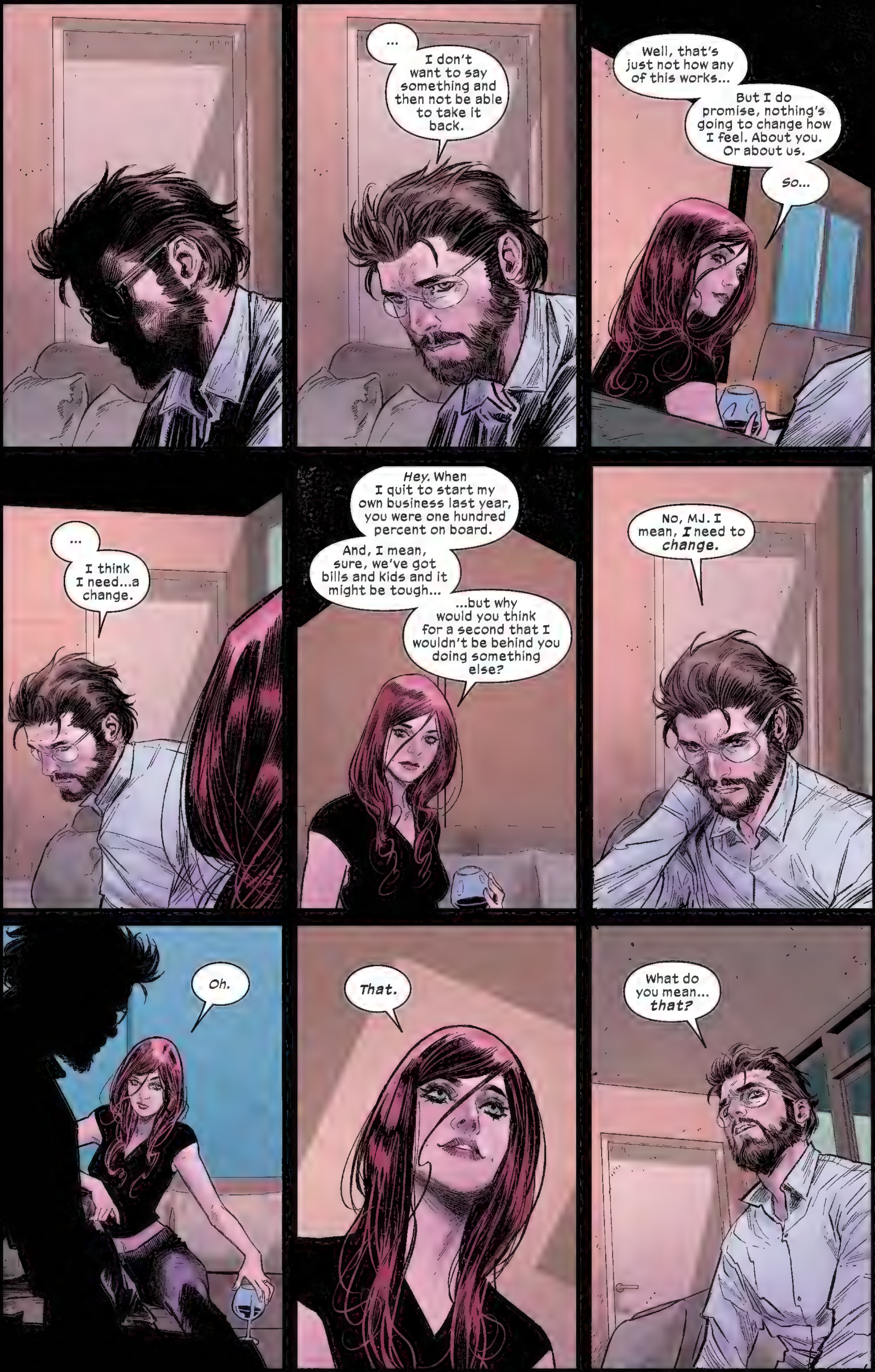

Think it over.
Night, Ben.
Night.
... Ben, I gotta know...
How'd you do it?
What?
How do you blow up your whole life in one afternoon and then just *start a new one?*
Peter, my wife is dead. You're a grown man and have a family of your own. And--*given the opportunity*--I just couldn't take being in an industry of compromise one minute more.
Why wouldn't I do what I did?
It was an *easy* choice.
What's going on, Peter?

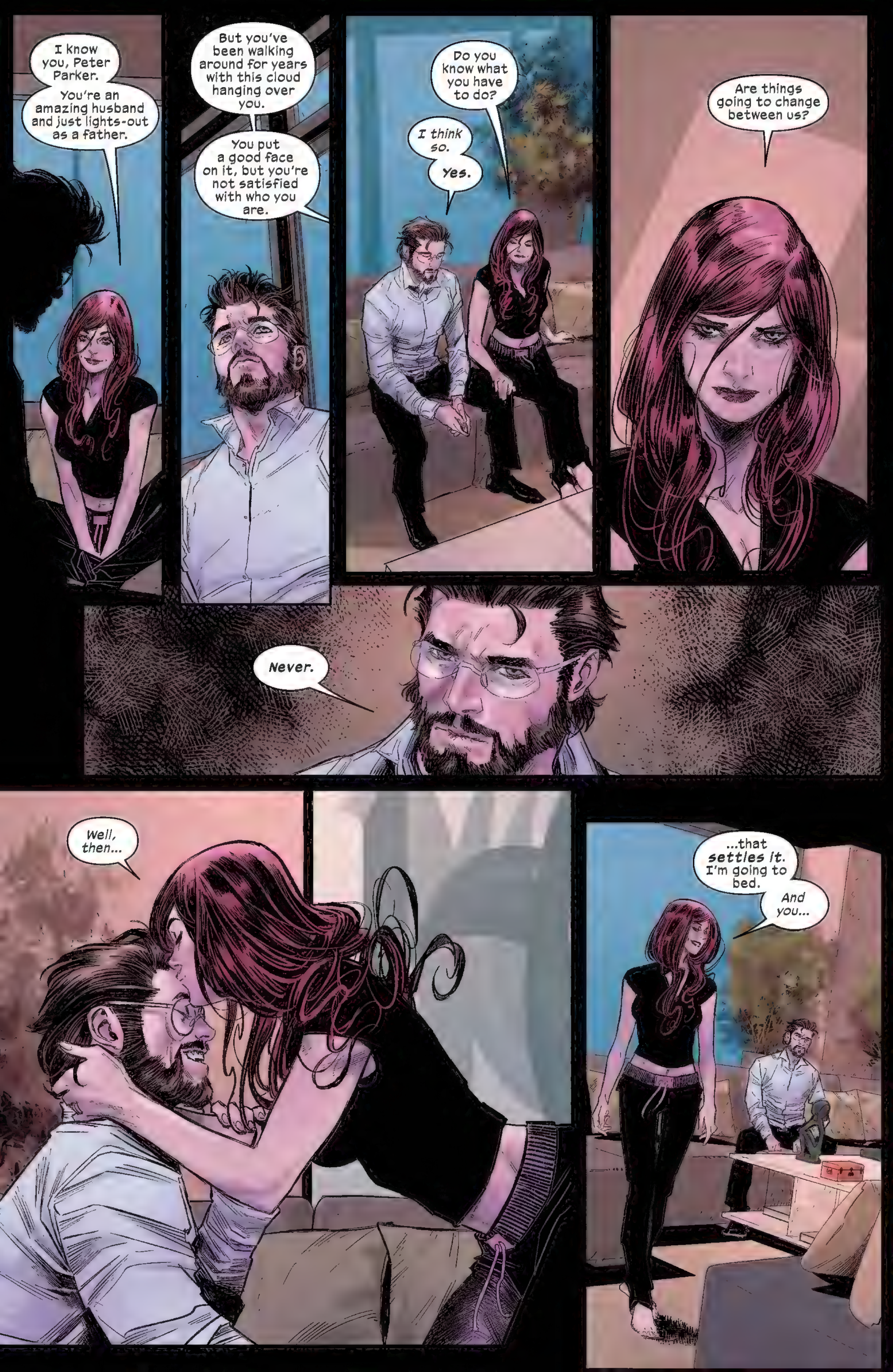

Well, my wife is very much alive. And I have a family, and responsibilities that exceed professional bliss.
I don't know that I can blow everything up just because I want my life to change.
Peter, no one's expecting you to join us. If you do, then that's gr--
I'm not talking about that.
This is... *something else.*
...
Are you and MJ okay?
We're great. She's great.
I think she deserves better than me, but she disagrees. Which makes it even better...
It's just... for the longest time, I've thought something was wrong with my life, Ben-- *that something was wrong with me.*
I can't really explain it, but now I just...*I just **know** that I've been right all along...*
And I don't know what to do.

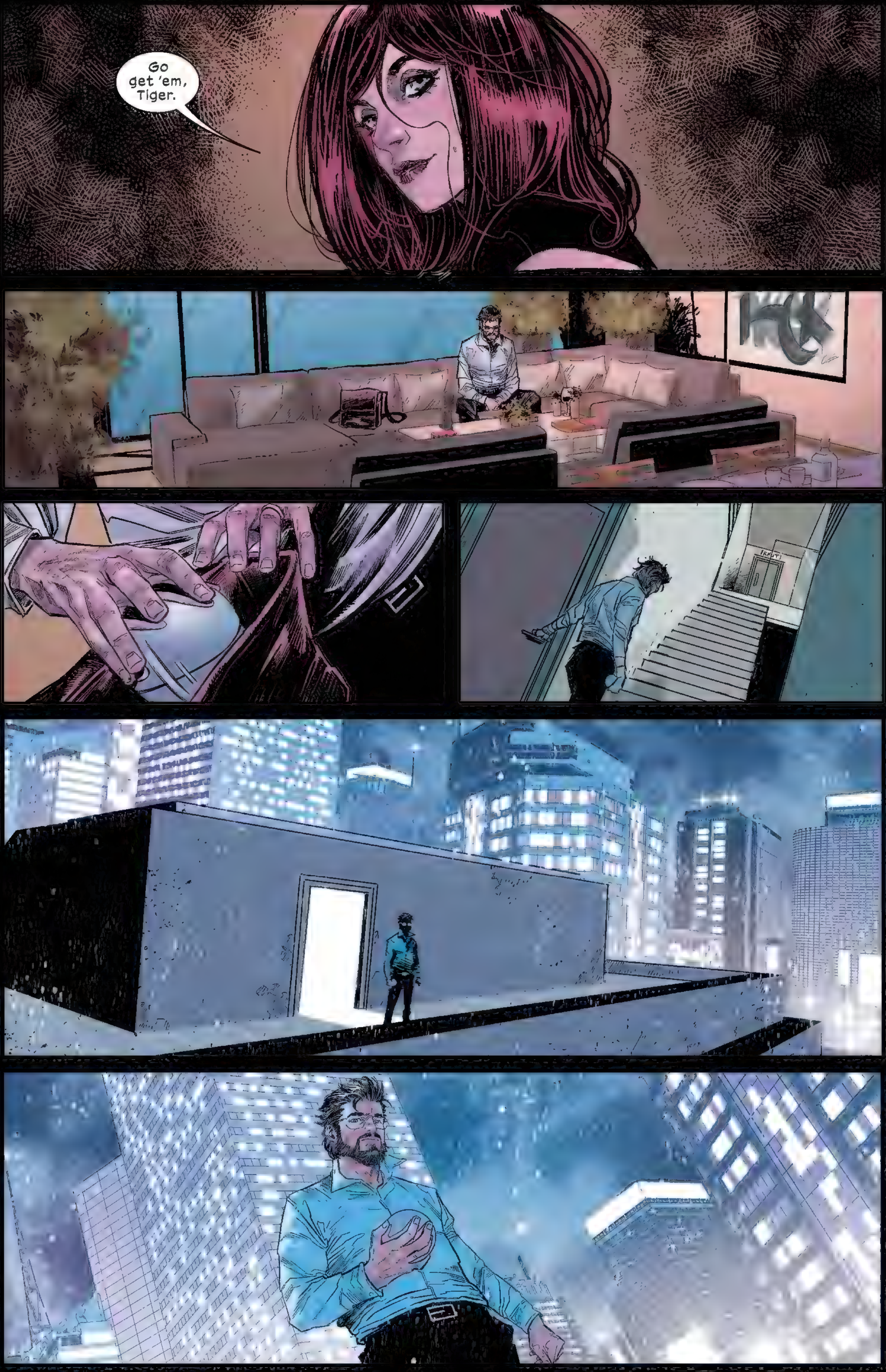

You ever heard the saying, "inaction is action"?
Yeah. Sure.
Well, that's just a garbage way of saying don't spend your life waiting for something to happen.
Make it happen.
I love you, son...
...but if you're walking around half asleep... anesthetized by your own life...
Then wake up.


Later.
It's bedtime, Richard. Your sister's already asleep.
Can I finish this chapter I'm on?
Depends. Whatcha reading?
A Tale of Two Cities. This is the original--unedited--*All the Year Round* edition.
You're a ridiculous person. You know that, right?
I don't know what you're complaining about, Dad, you made me this way.
And I'm cool with it.
Okay. Fair enough. That chapter, then bed.
Good night, kiddo.
Night, Dad.
Kids are down.
Uh-oh, you know what that means...

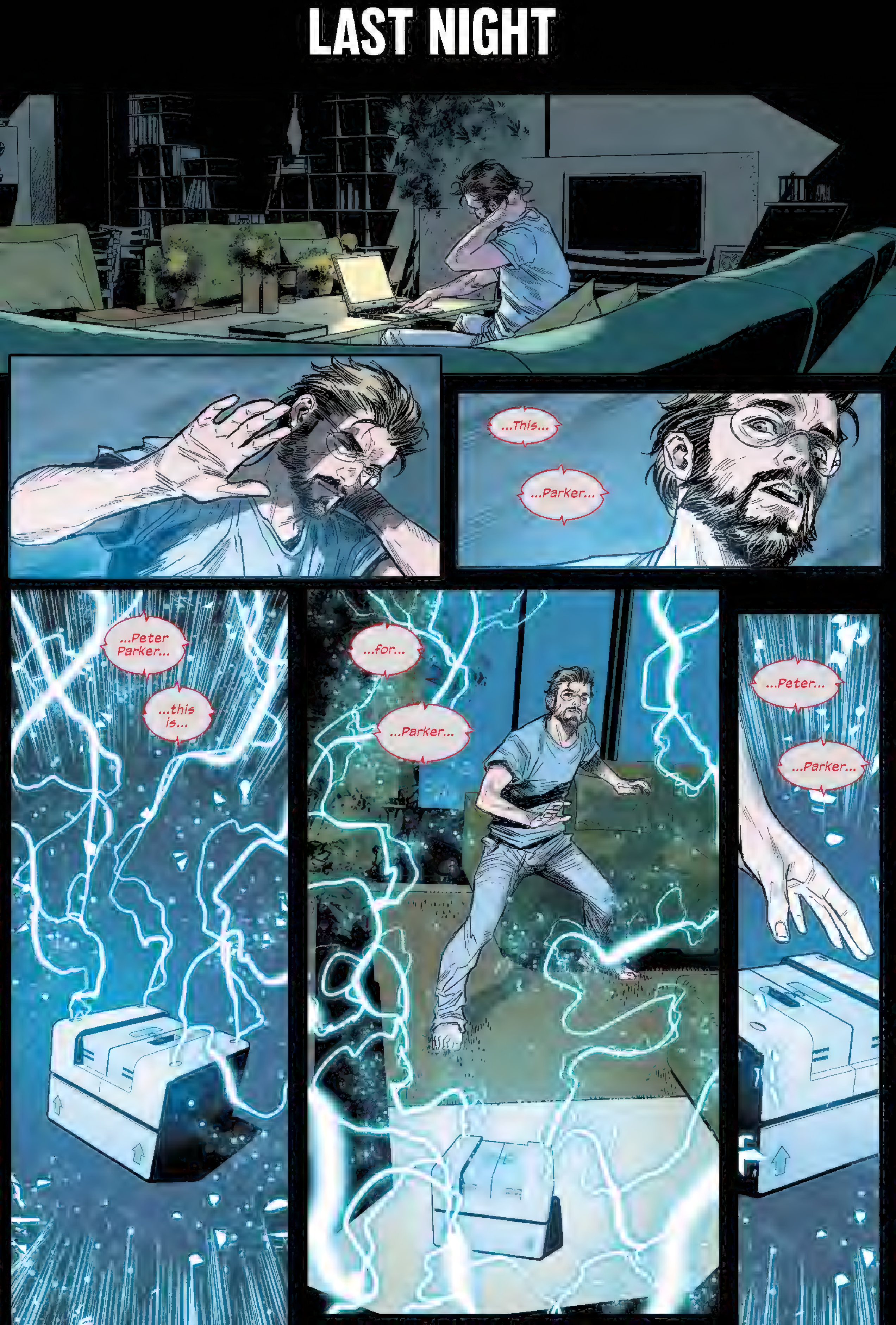

Spill it, mister.
Sigh.
I don't even know where to start.
They quit the *Bugle?*
Yeah. And decided to start their own thing. And they did this in like a three-hour span of time.
Total maniacs.
Yeah. And sorry I was late, but after that and the work stuff, I felt like I should run by and check on him before I came home.
The memorial...
I've never seen your uncle cry. It was...
If you didn't, you would've been worried all night.
Probably.
Annnnd that would've just got in the way.
Of?
Of us talking about you, Peter.
I know it's been a long day...but this morning--
Yeah.
Yeah. So what's going on?

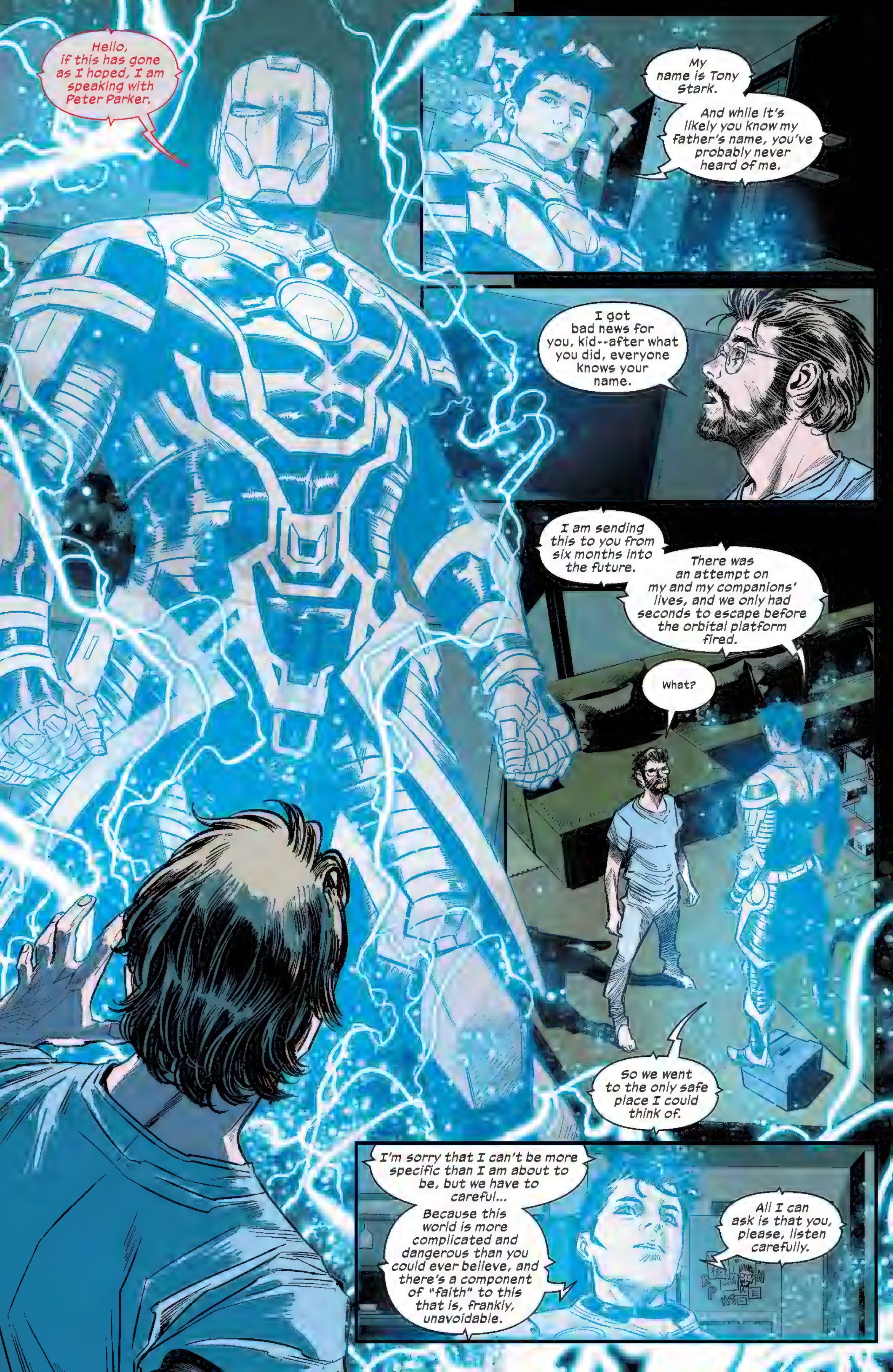

...
I don't want to say something and then not be able to take it back.
Well, that's just not how any of this works...
But I do promise, nothing's going to change how I feel. About you. Or about us.
So...
...
I think I need...a change.
Hey. When I quit to start my own business last year, you were one hundred percent on board.
And, I mean, sure, we've got bills and kids and it might be tough...
...but why would you think for a second that I wouldn't be behind you doing something else?
No, MJ. I mean, ***I*** need to ***change.***
Oh.
That.
What do you mean... ***that?***

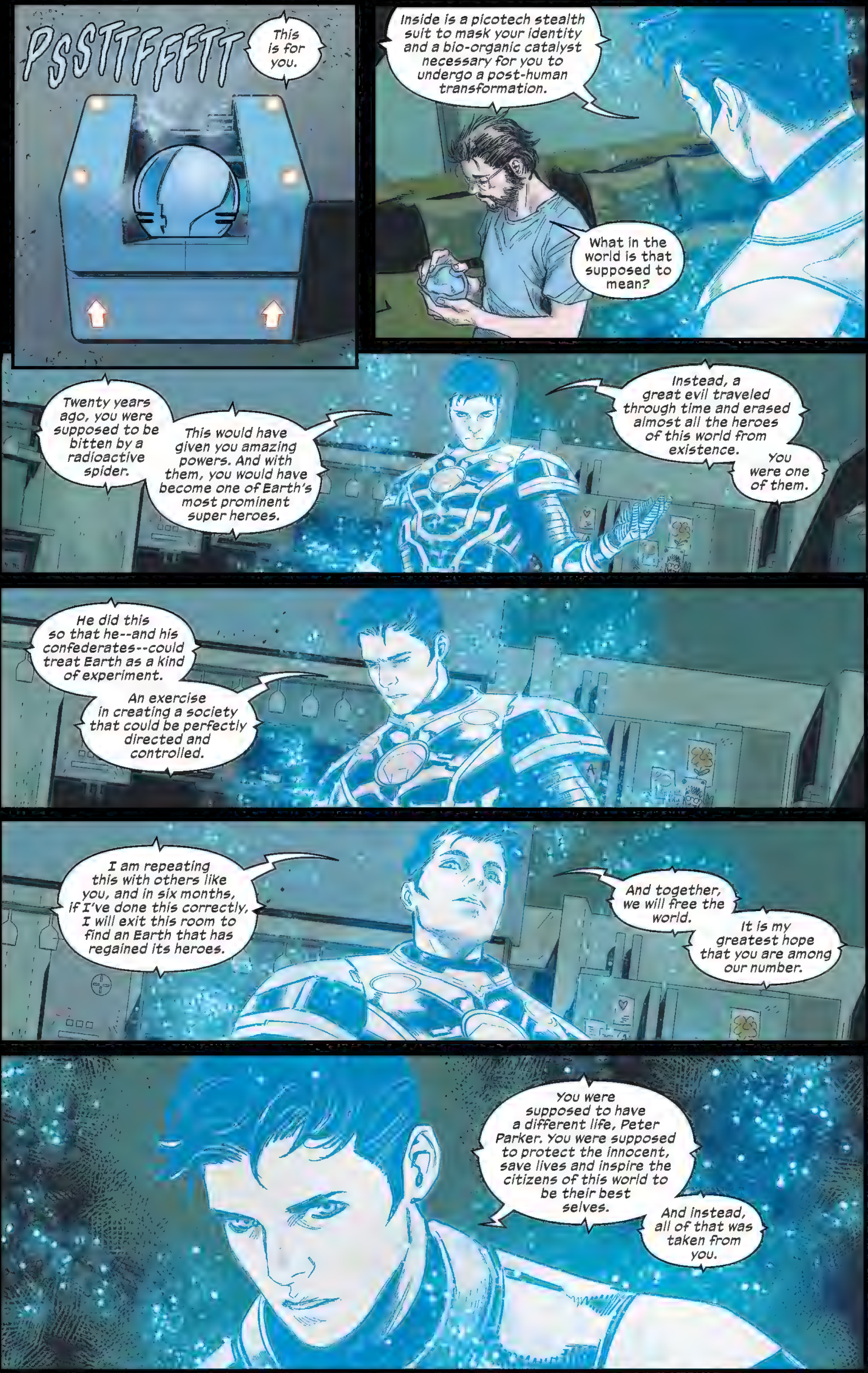

I know you, Peter Parker.
You're an amazing husband and just lights-out as a father.
But you've been walking around for years with this cloud hanging over you.
You put a good face on it, but you're not satisfied with who you are.
Do you know what you have to do?
I think so.
Yes.
Are things going to change between us?
Never.
Well, then...
...that settles it. I'm going to bed.
And you...



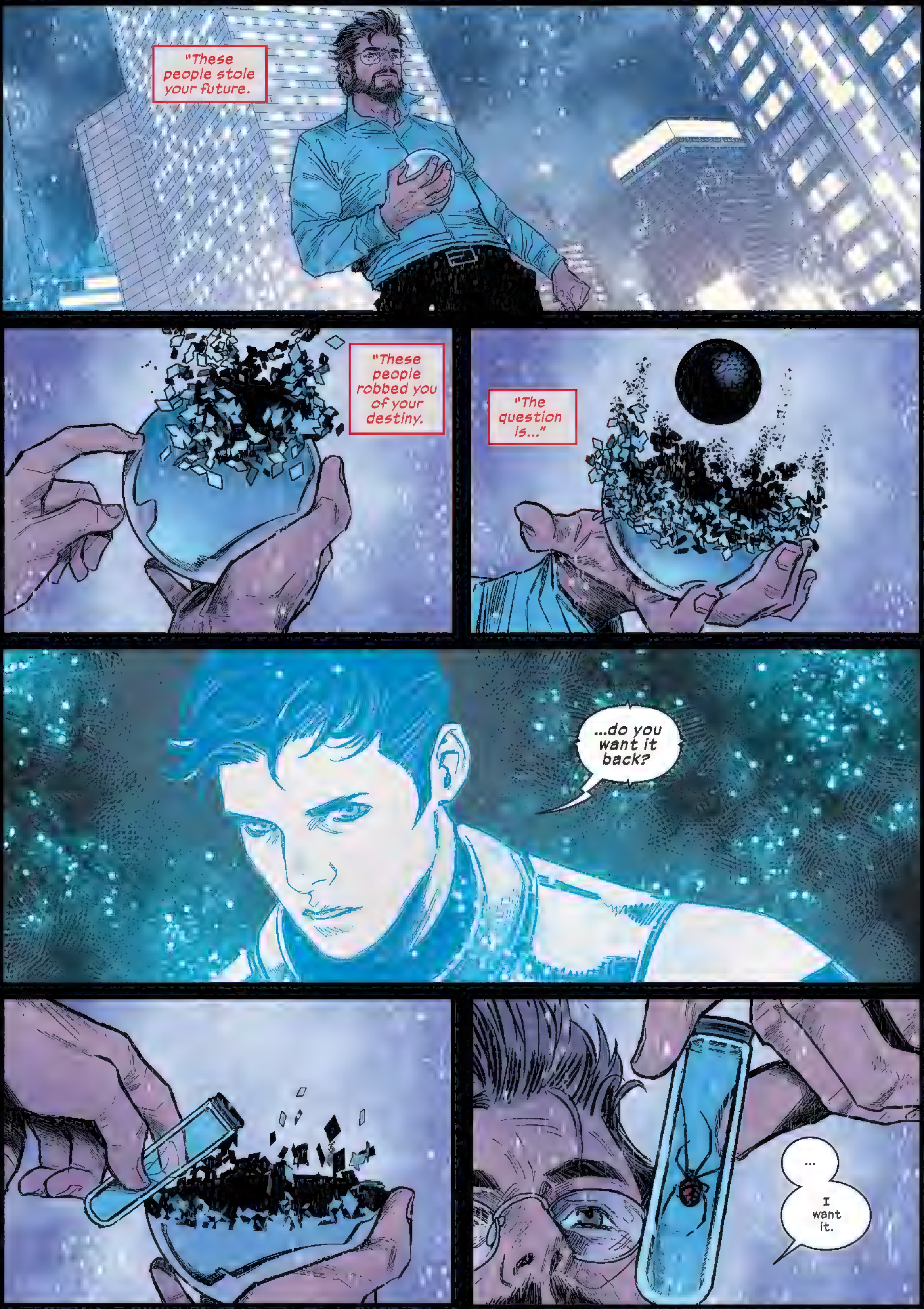
Go get 'em, Tiger.
EXIT

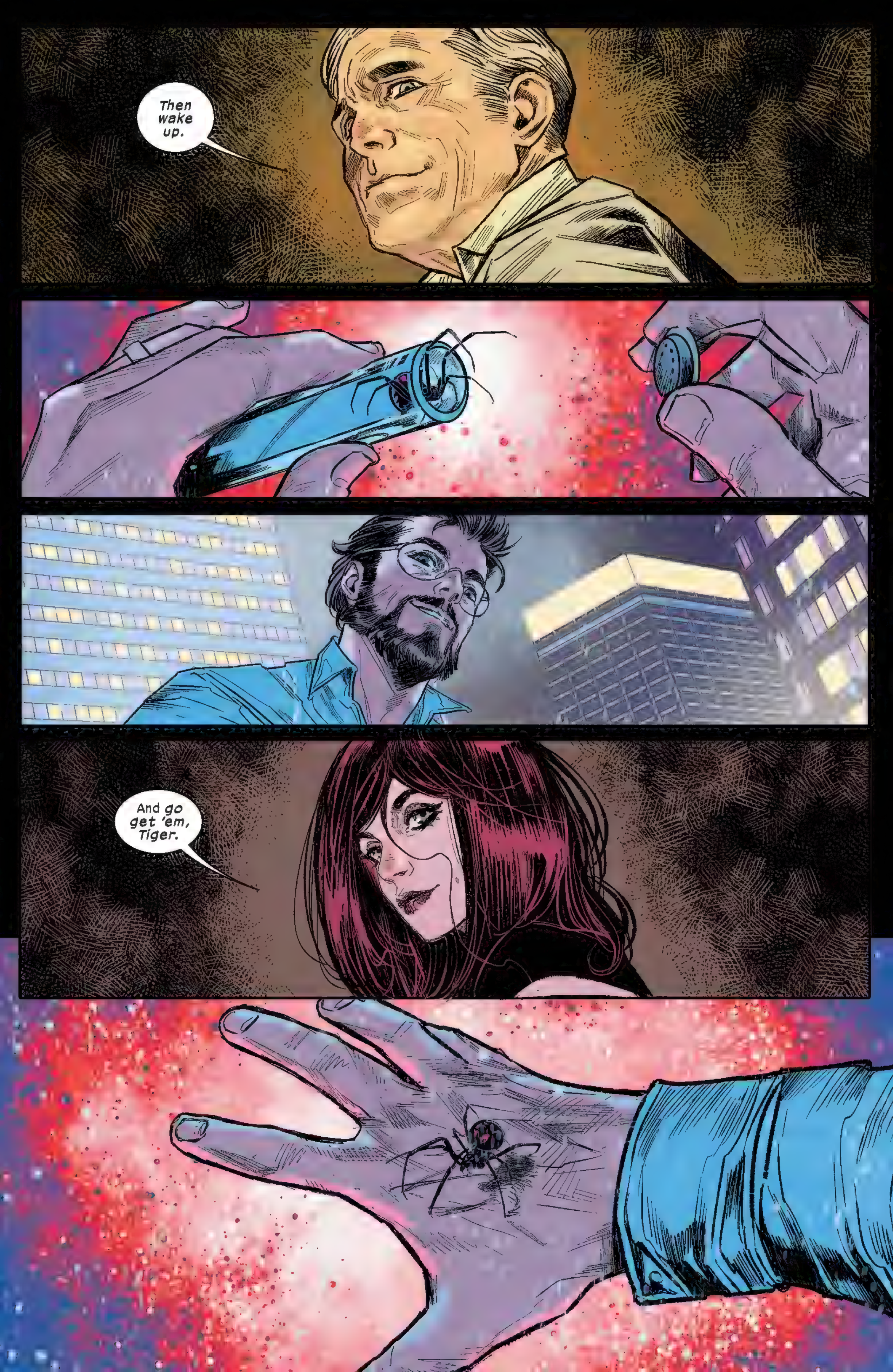

LAST NIGHT
...This...
...Parker...
...Peter Parker...
...this is...
...for...
...Parker...
...Peter...
...Parker...

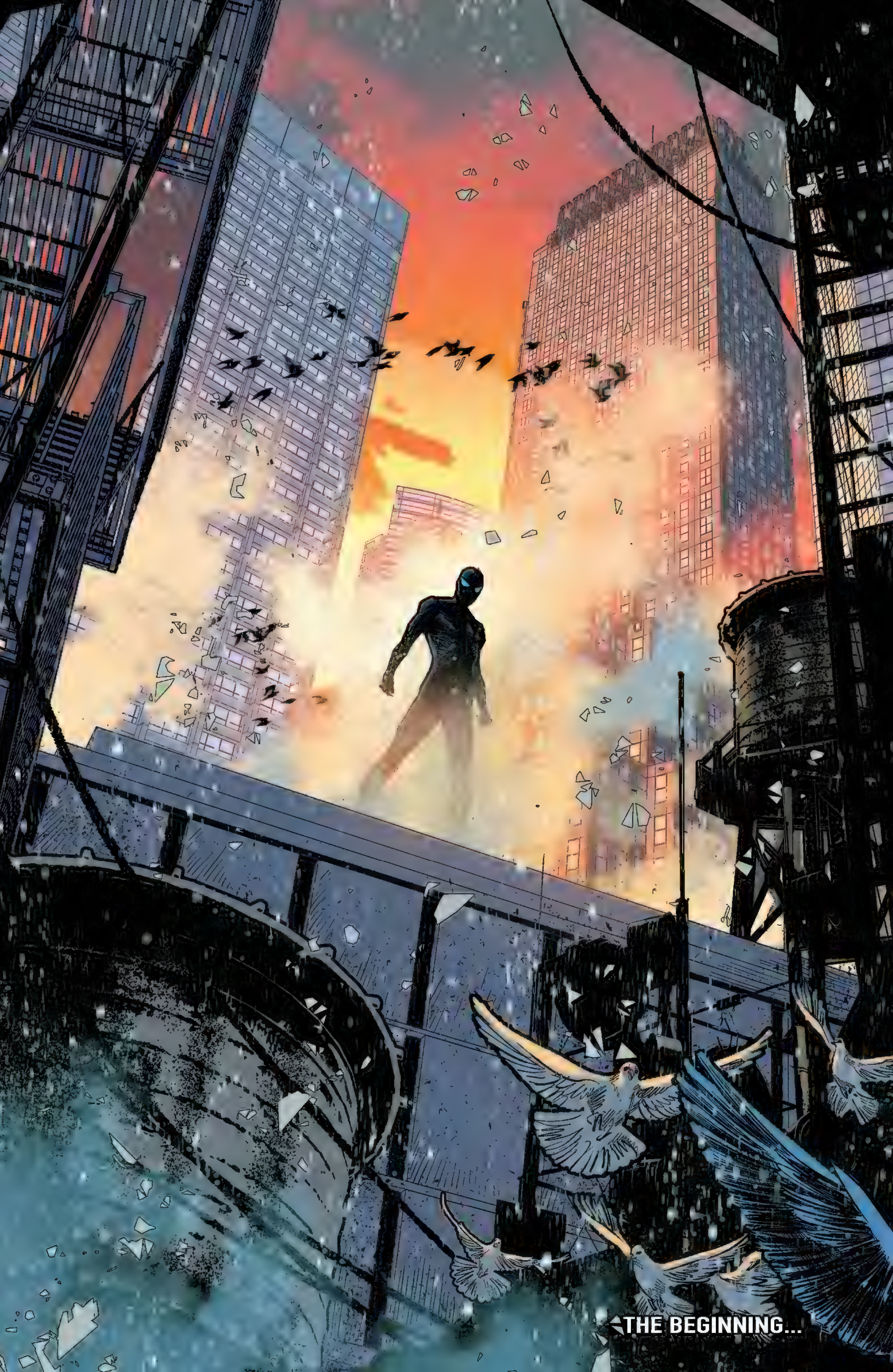

Hello, if this has gone as I hoped, I am speaking with Peter Parker.
My name is Tony Stark.
And while it's likely you know my father's name, you've probably never heard of me.
I got bad news for you, kid--after what you did, everyone knows your name.
I am sending this to you from six months into the future.
There was an attempt on my and my companions' lives, and we only had seconds to escape before the orbital platform fired.
What?
So we went to the only safe place I could think of.
I'm sorry that I can't be more specific than I am about to be, but we have to careful...
Because this world is more complicated and dangerous than you could ever believe, and there's a component of "faith" to this that is, frankly, unavoidable.
All I can ask is that you, please, listen carefully.


PSSTTFFFTT
This is for you.
Inside is a picotech stealth suit to mask your identity and a bio-organic catalyst necessary for you to undergo a post-human transformation.
What in the world is that supposed to mean?
Twenty years ago, you were supposed to be bitten by a radioactive spider.
This would have given you amazing powers. And with them, you would have become one of Earth's most prominent super heroes.
Instead, a great evil traveled through time and erased almost all the heroes of this world from existence.
You were one of them.
He did this so that he--and his confederates--could treat Earth as a kind of experiment.
An exercise in creating a society that could be perfectly directed and controlled.
I am repeating this with others like you, and in six months, if I've done this correctly, I will exit this room to find an Earth that has regained its heroes.
And together, we will free the world.
It is my greatest hope that you are among our number.
You were supposed to have a different life, Peter Parker. You were supposed to protect the innocent, save lives and inspire the citizens of this world to be their best selves.
And instead, all of that was taken from you.

NOW


"These people stole your future.
"These people robbed you of your destiny.
"The question is..."
...do you want it back?
...
I want it.


Then wake up.
And go get 'em, Tiger.


THE BEGINNING...

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2
HICKMAN
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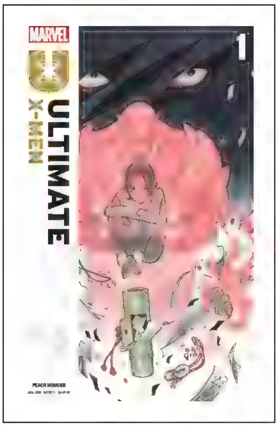
ON SALE IN **FEBRUARY**

MARVEL
ULTIMATE
BLACK PANTHER
1

ULTIMATE BLACK PANTHER #1

BY **BRYAN HILL** & **STEFANO CASELLI**

ON SALE IN FEBRUARY


MARVEL
ULTIMATE
X-MEN
1

ULTIMATE X-MEN #1

BY **PEACH MOMOKO**

ON SALE IN MARCH

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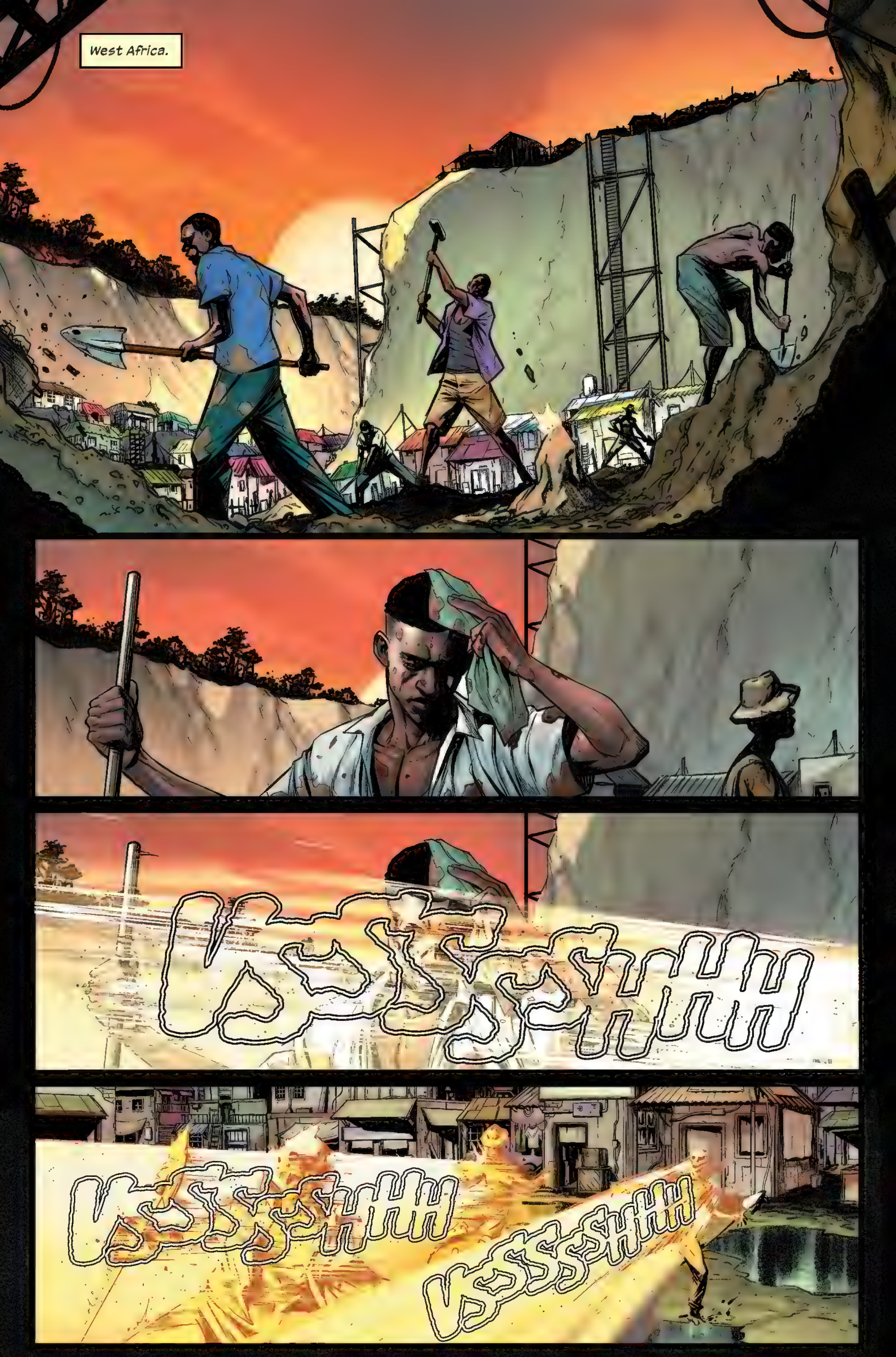
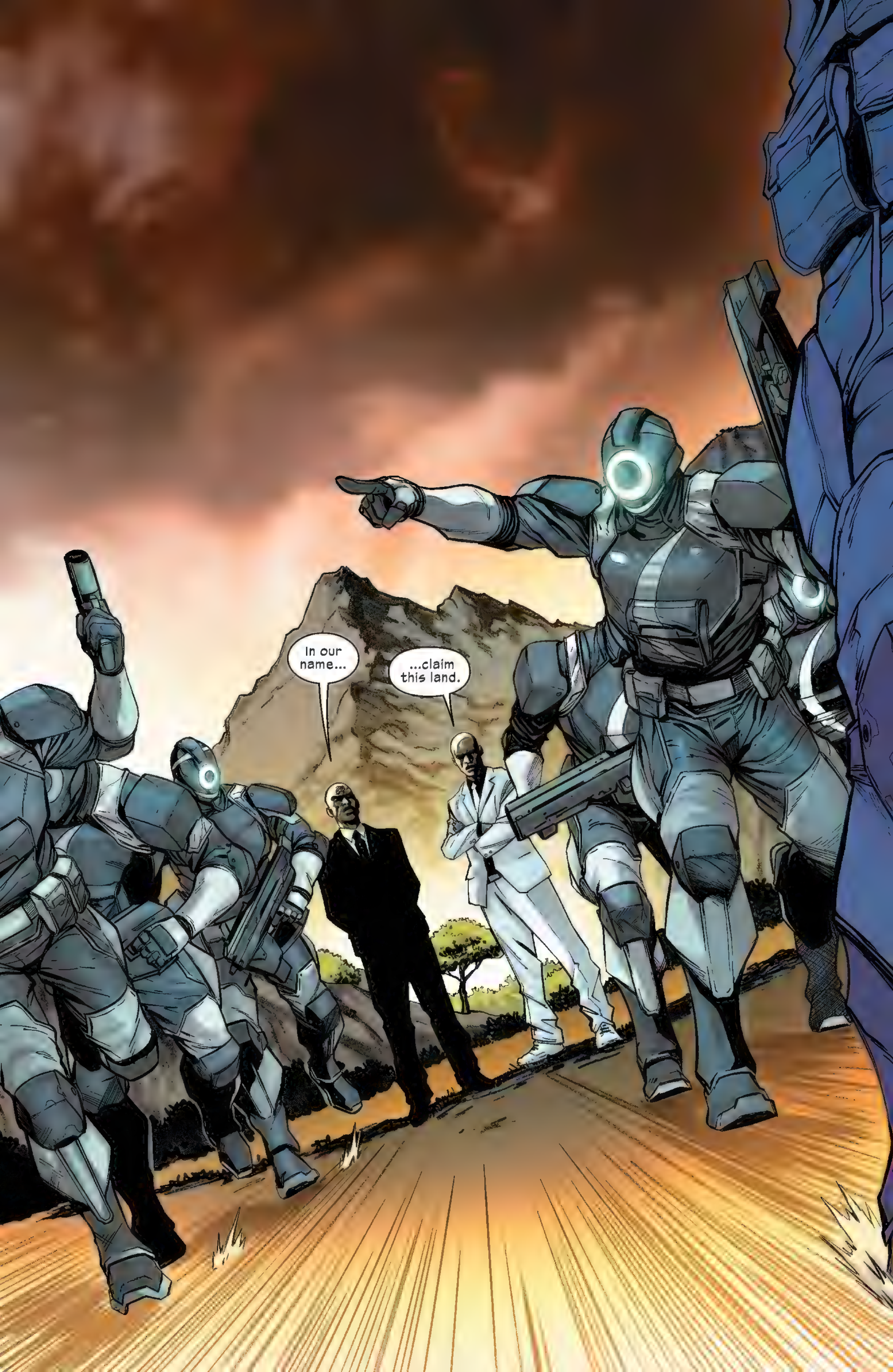
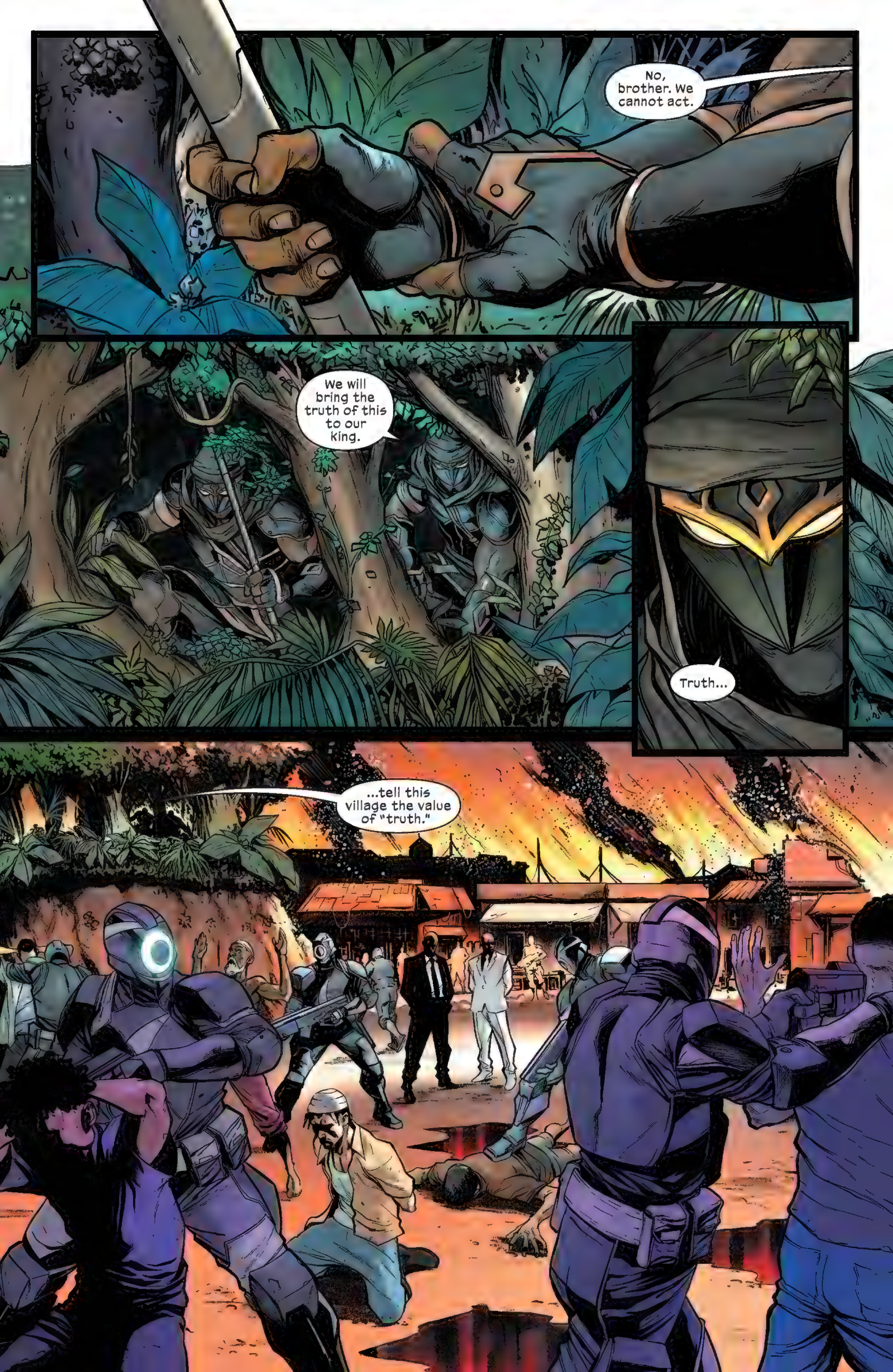
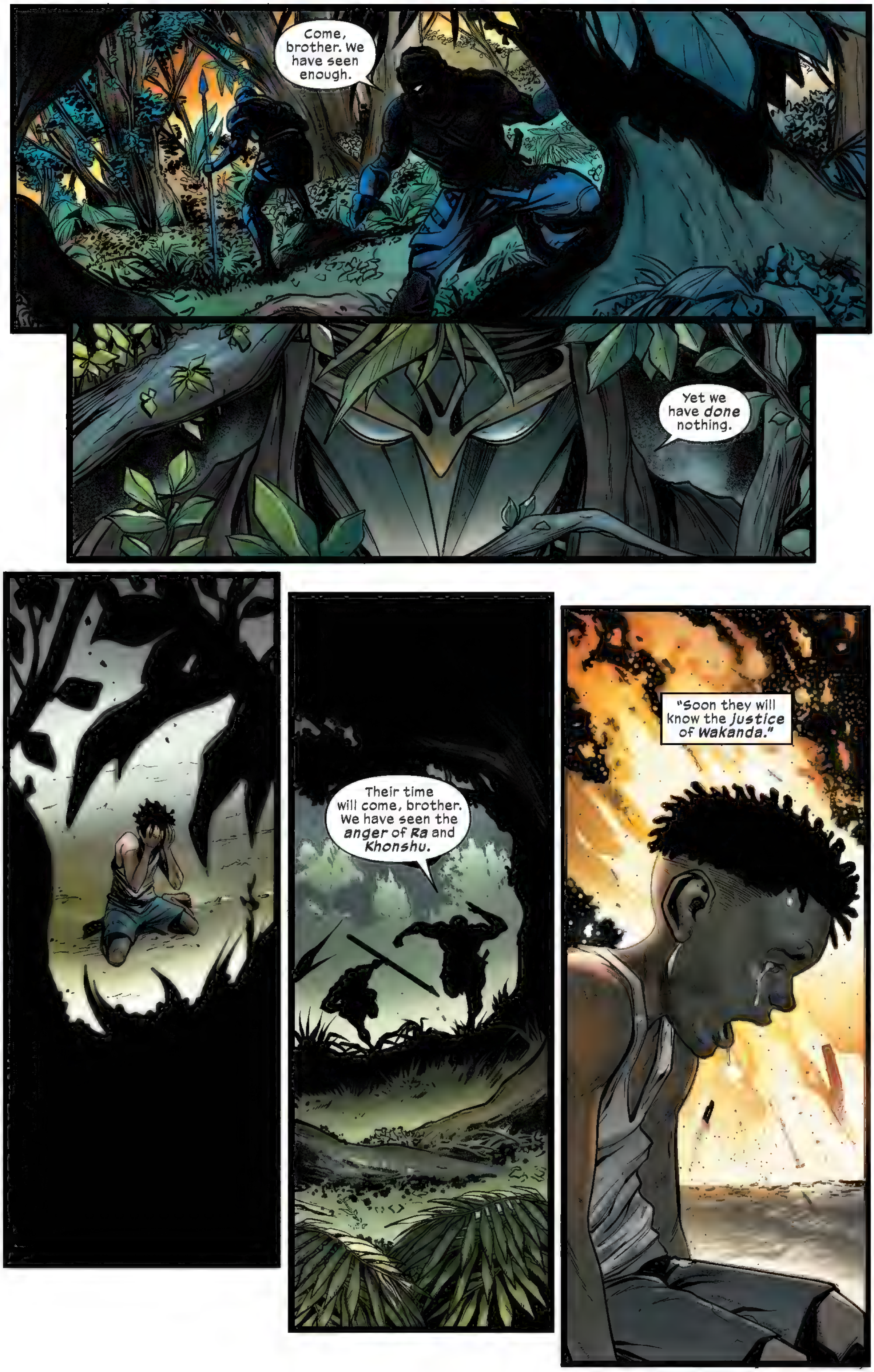
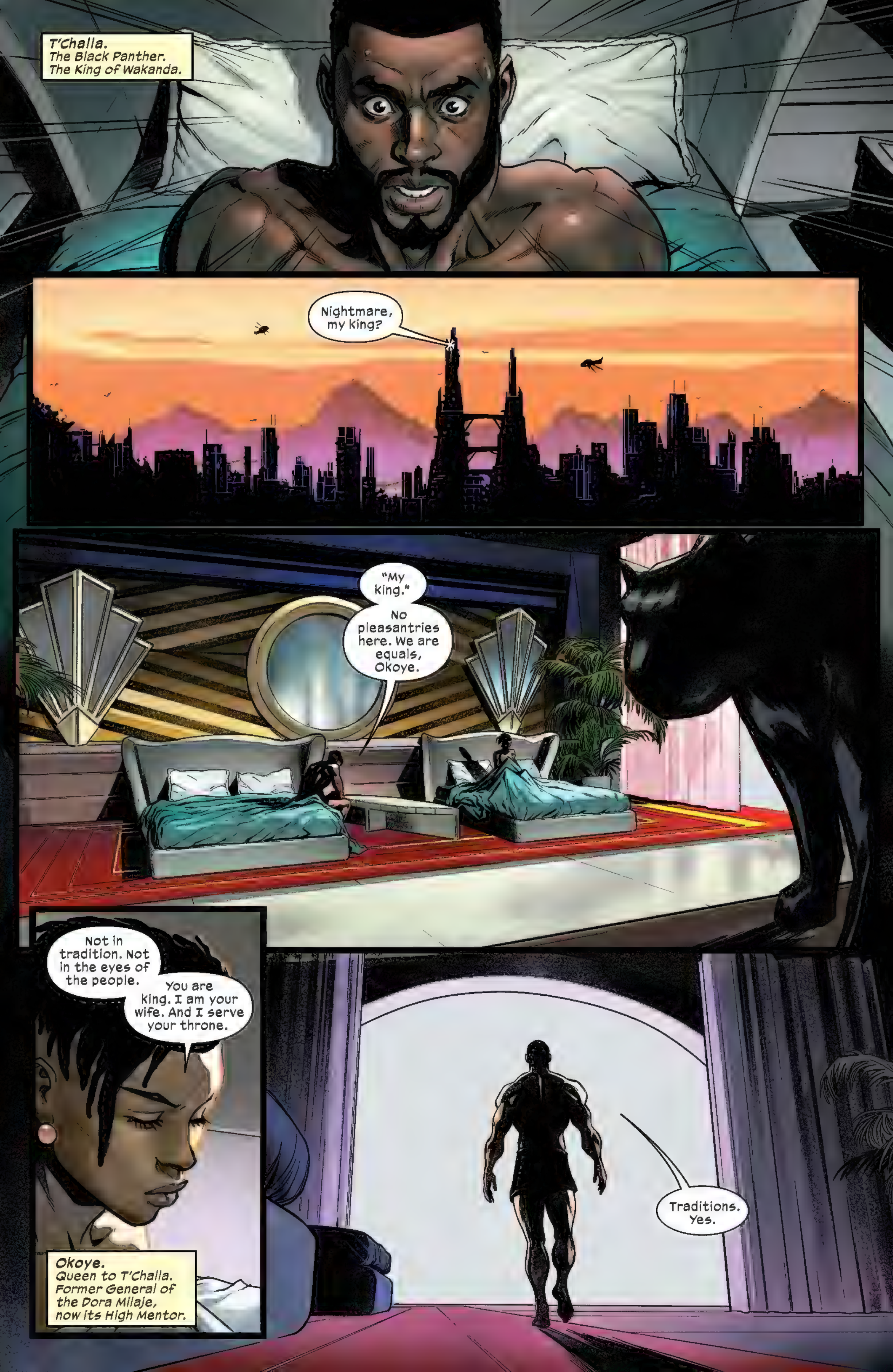
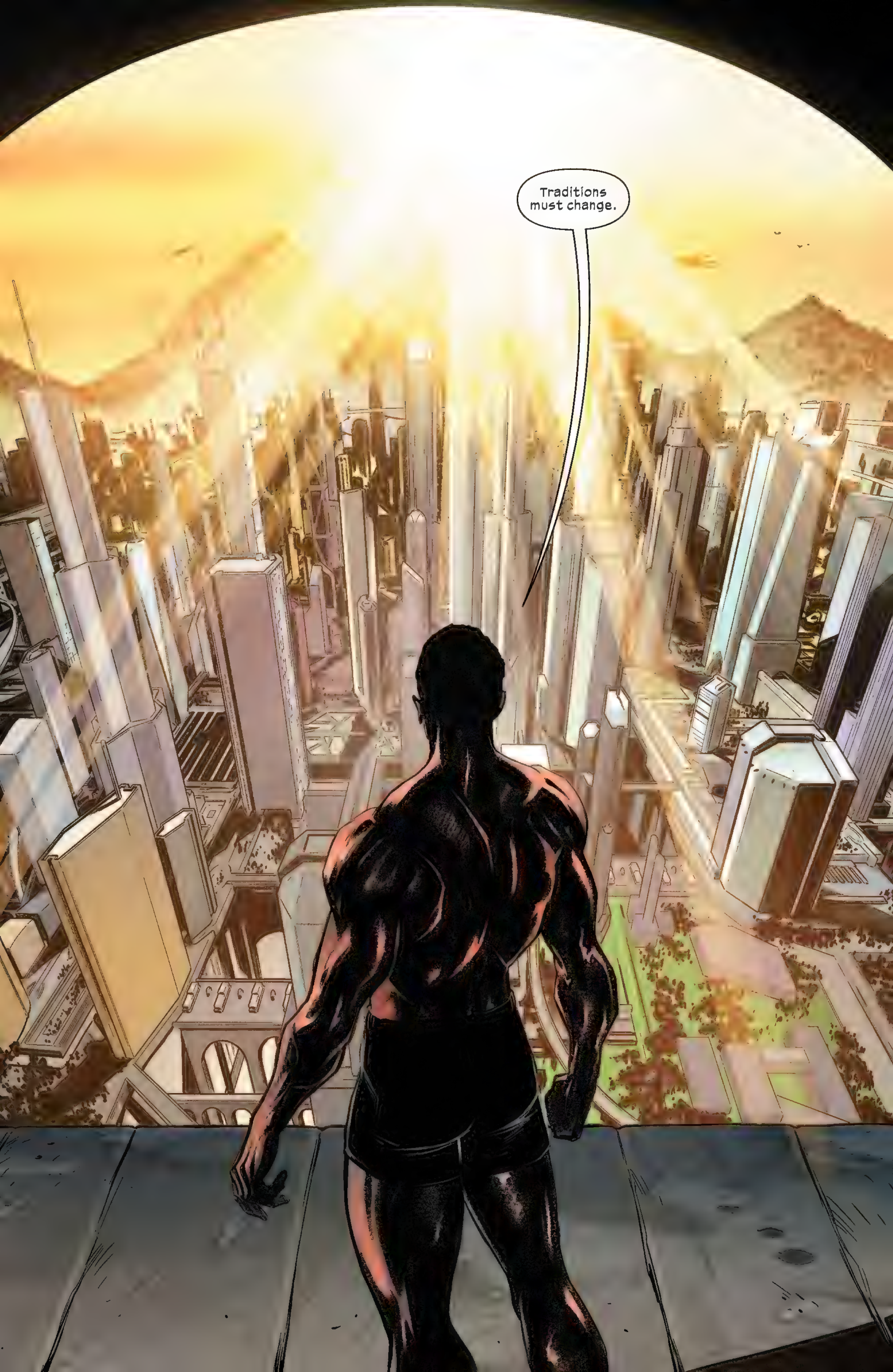

West Africa.
VSSSSHHHH
VSSSSHHHH
VSSSSHHHH

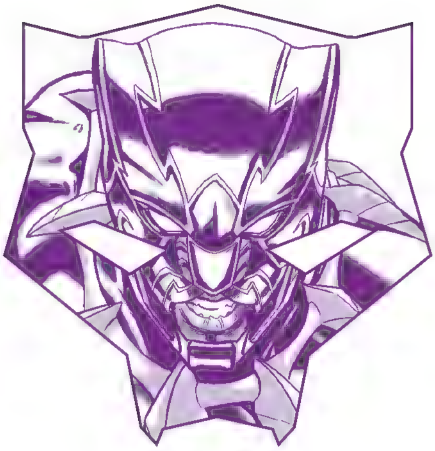

In our name...
...claim this land.


No, brother. We cannot act.
We will bring the truth of this to our king.
Truth...
...tell this village the value of "truth."


Come, brother. We have seen enough.
Yet we have *done* nothing.
Their time will come, brother. We have seen the *anger* of *Ra* and *Khonshu*.
"Soon they will know the *justice* of *Wakanda*."


T'Challa.
The Black Panther.
The King of Wakanda.
Nightmare, my king?
"My king."
No pleasantries here. We are equals, Okoye.
Not in tradition. Not in the eyes of the people.
You are king. I am your wife. And I serve your throne.
Traditions. Yes.
Okoye.
Queen to T'Challa.
Former General of the Dora Milaje, now its High Mentor.


Traditions must change.



1

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains that rules this world from the shadows. But recently the Maker was locked away in a place called **THE CITY**, and now **THE MAKER'S COUNCIL** works to further exercise their influence on the world—including **RA** and **KHONSHU**, who oversee the continent of Africa. But just as the City's doors closed, the doors of **WAKANDA**, an impenetrable kingdom concealed from the rest of the world, have begun to open…

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COLOR ARTIST: **DAVID CURIEL**
LETTERER: **VC's CORY PETIT**
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ASSISTANT EDITOR: **MICHELLE MARCHESE**
EDITOR: **WIL MOSS**
EDITOR IN CHIEF: **C.B. CEBULSKI**

BLACK PANTHER CREATED BY **STAN LEE** & **JACK KIRBY**

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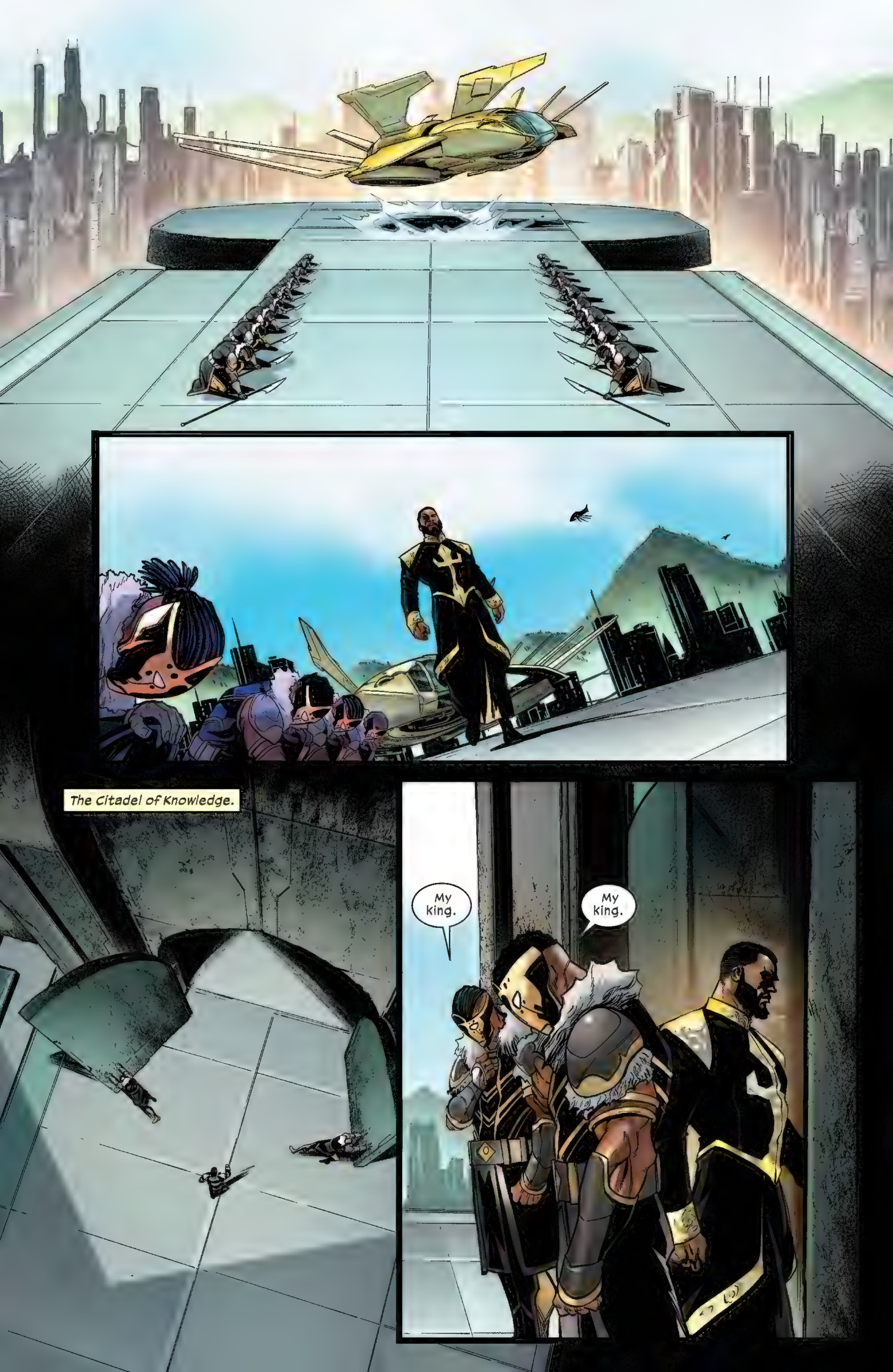
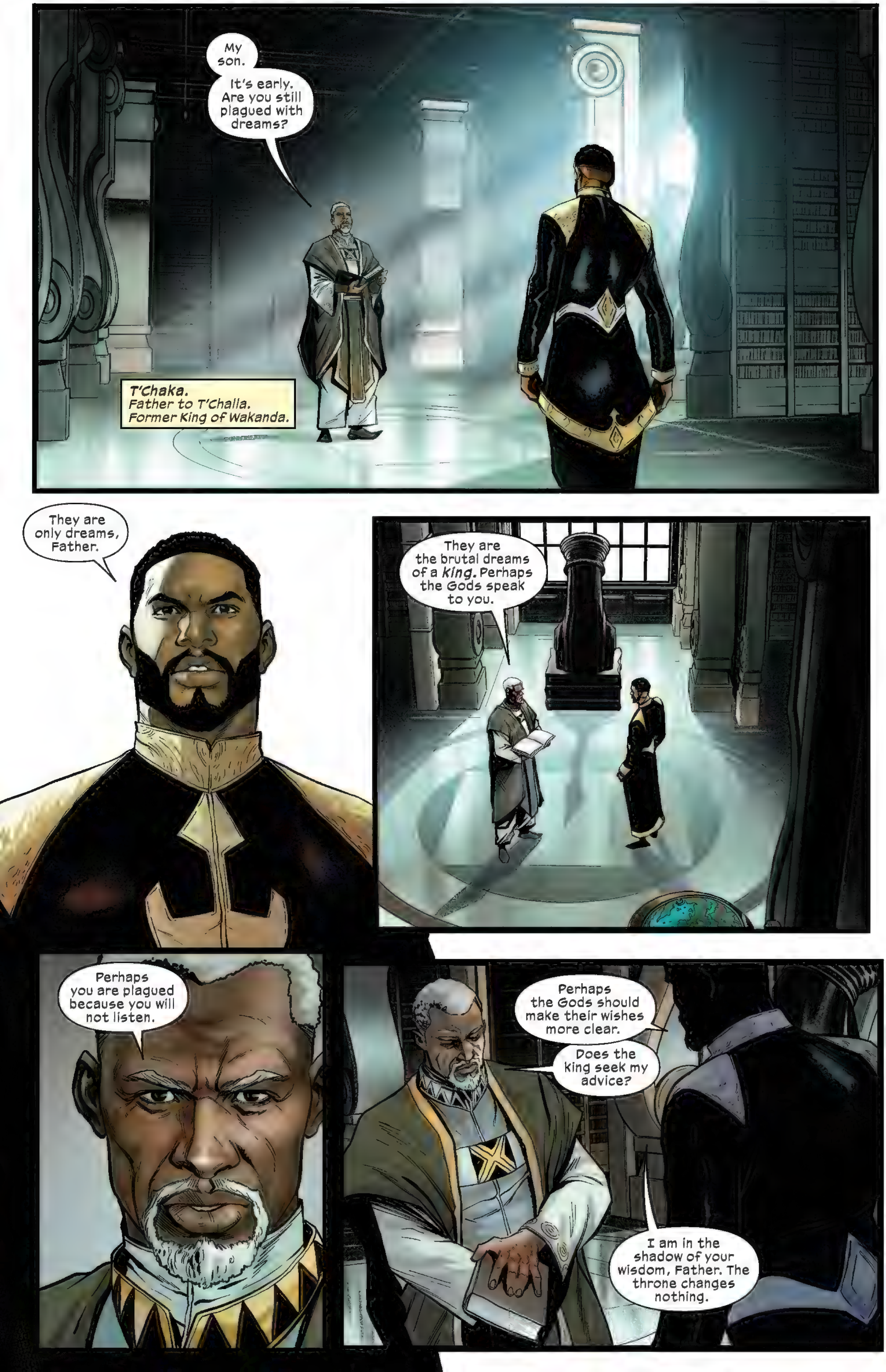
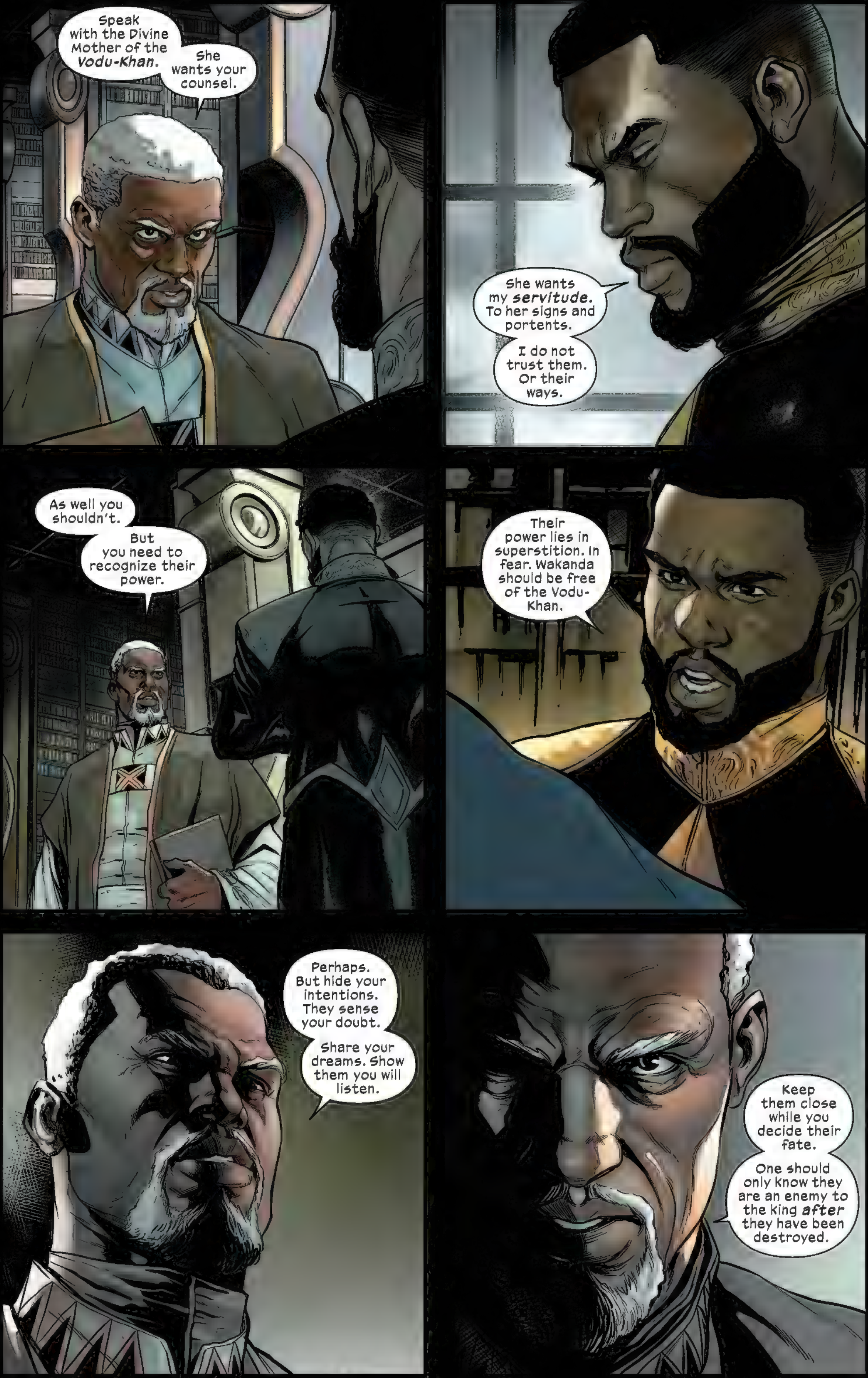
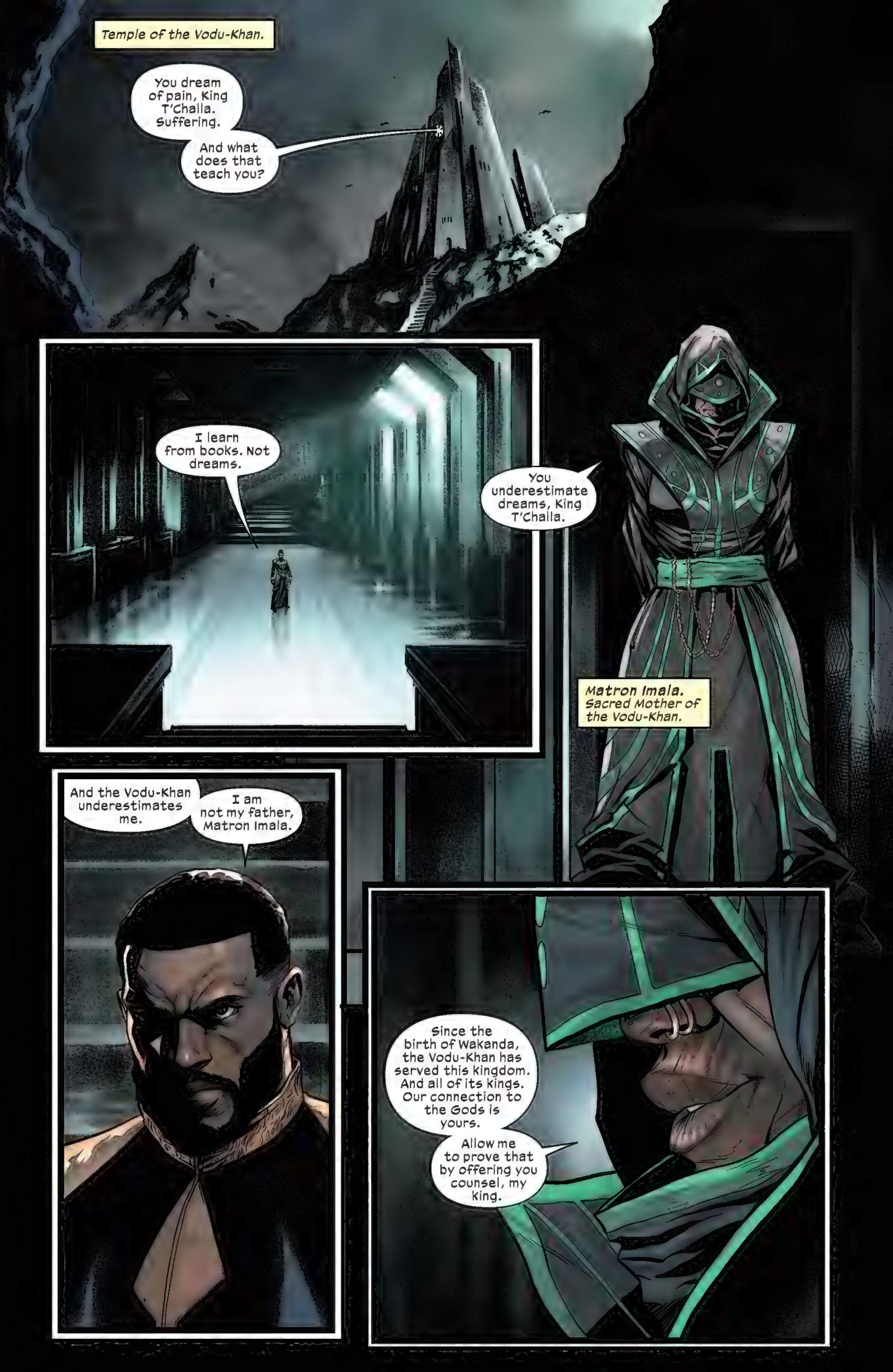
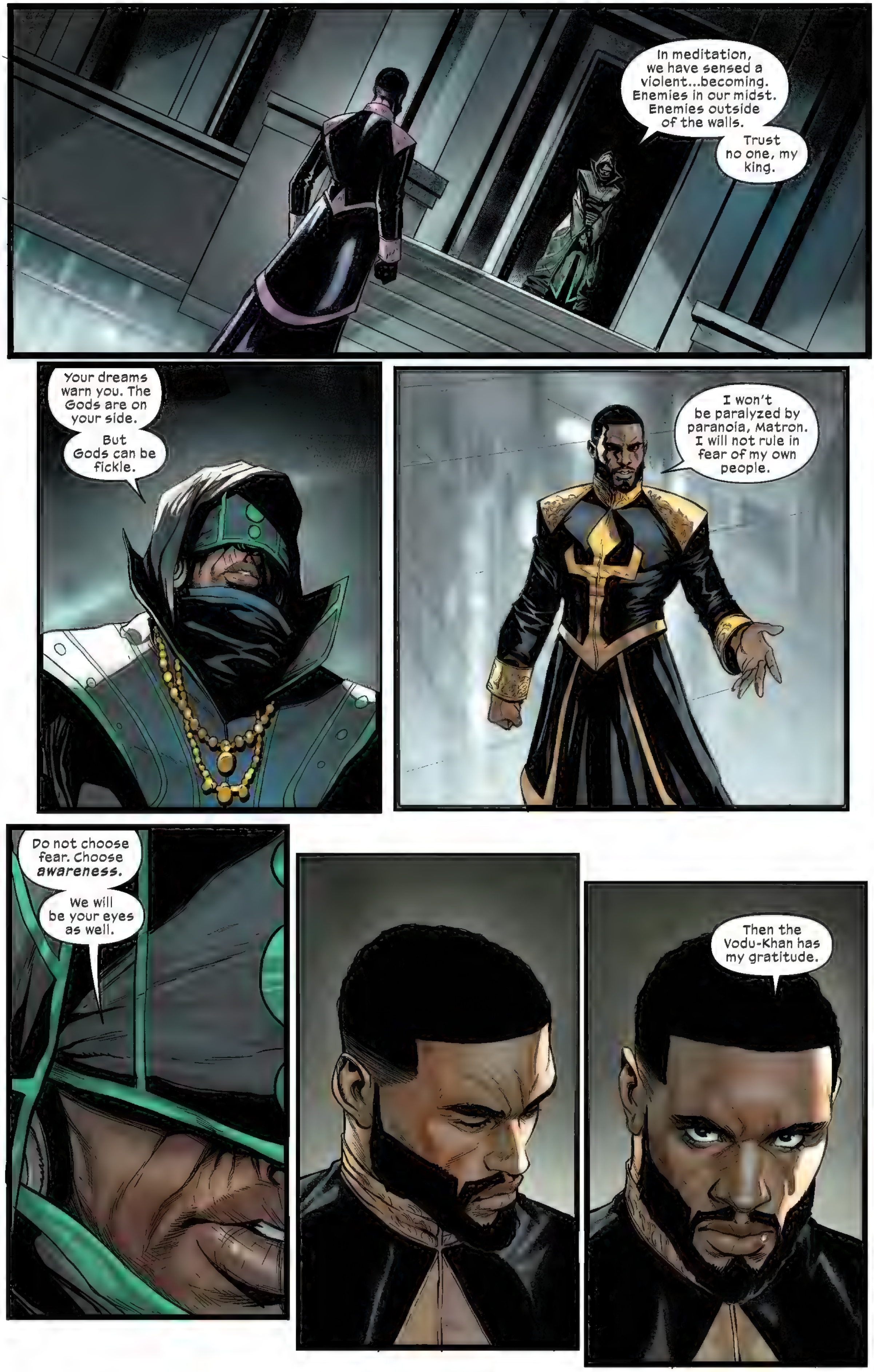
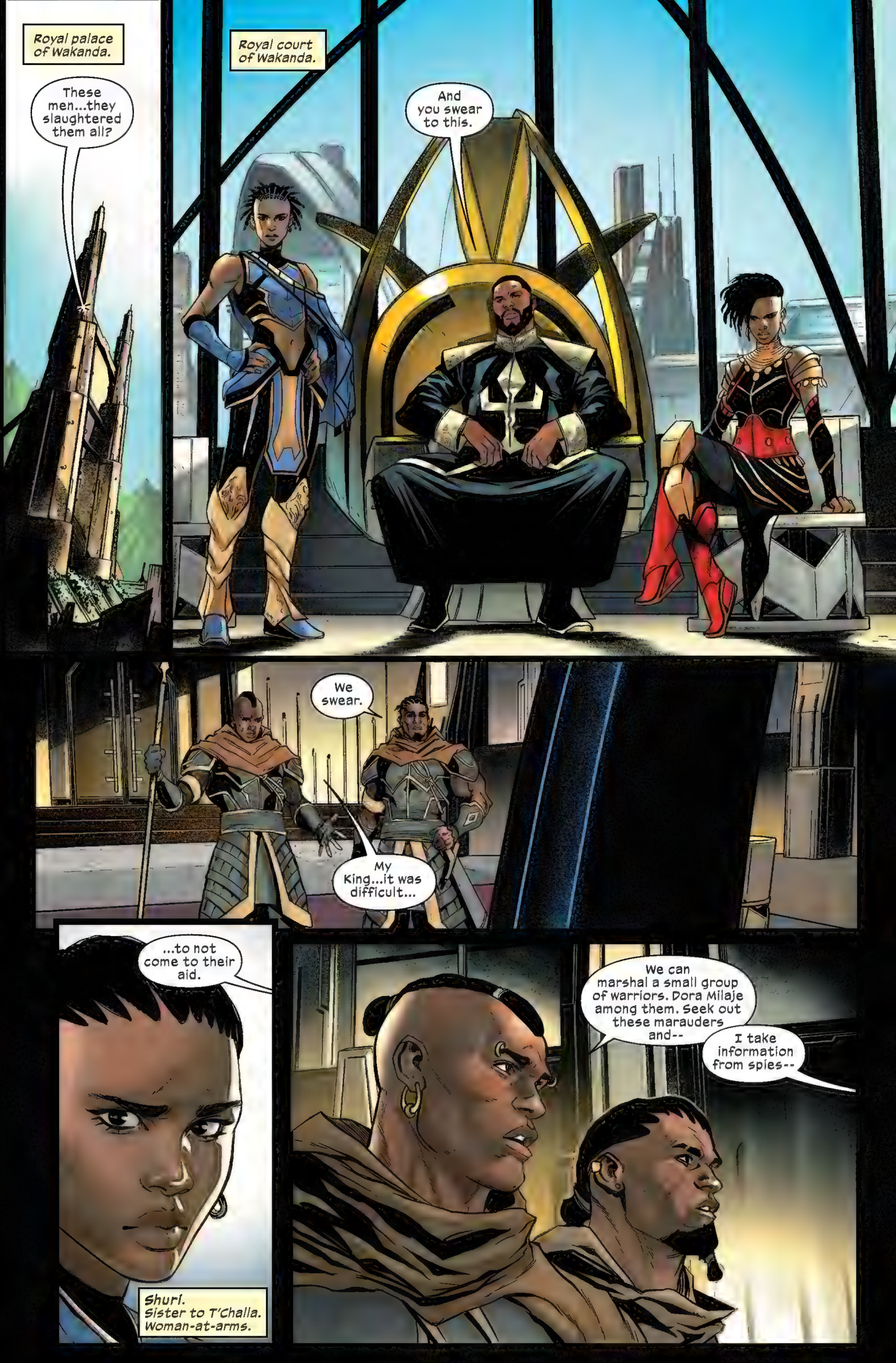

The Citadel of Knowledge.
My king.
My king.

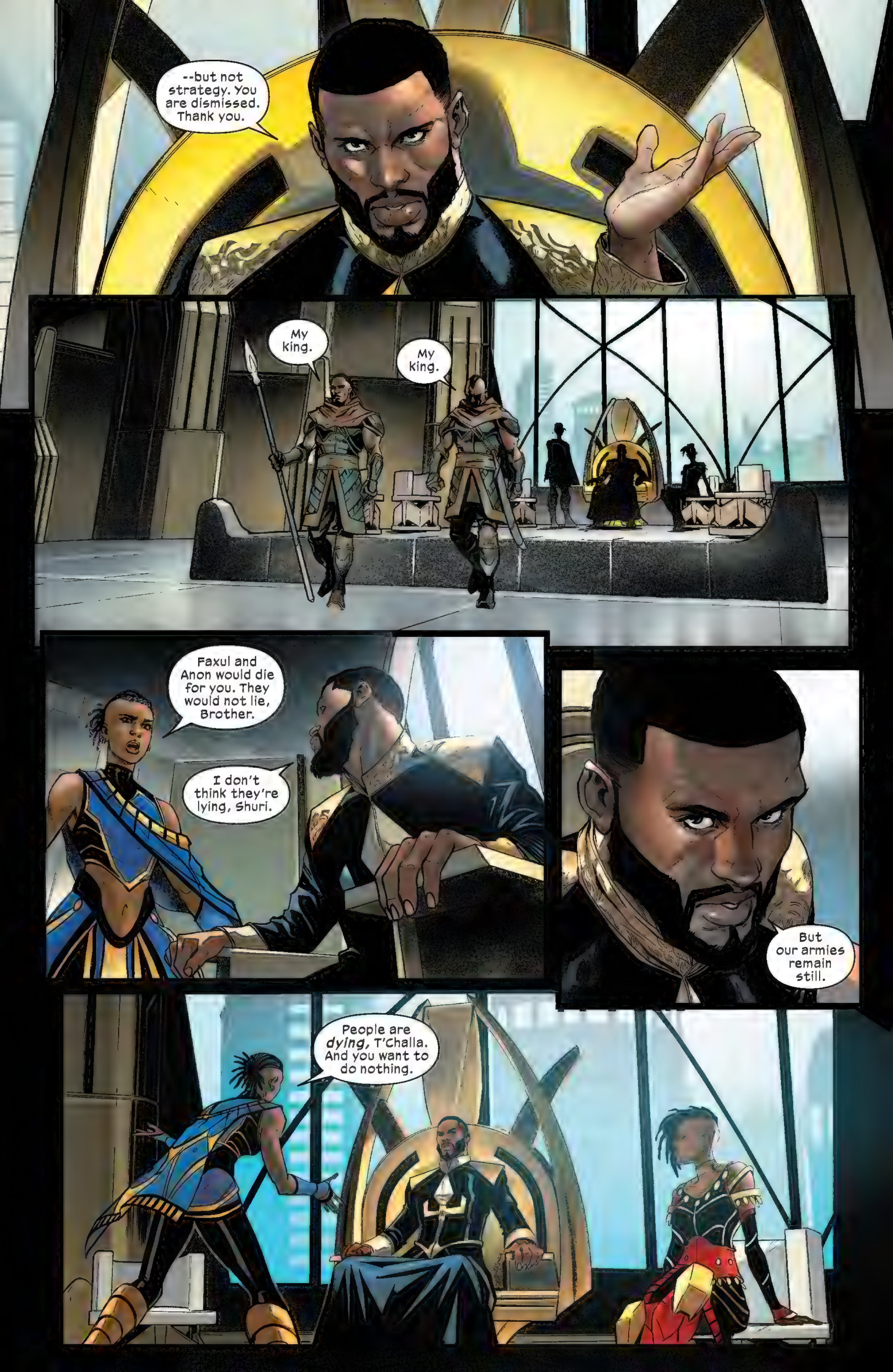

My son.
It's early. Are you still plagued with dreams?
T'Chaka. Father to T'Challa. Former King of Wakanda.
They are only dreams, Father.
They are the brutal dreams of a *king.* Perhaps the Gods speak to you.
Perhaps you are plagued because you will not listen.
Perhaps the Gods should make their wishes more clear.
Does the king seek my advice?
I am in the shadow of your wisdom, Father. The throne changes nothing.

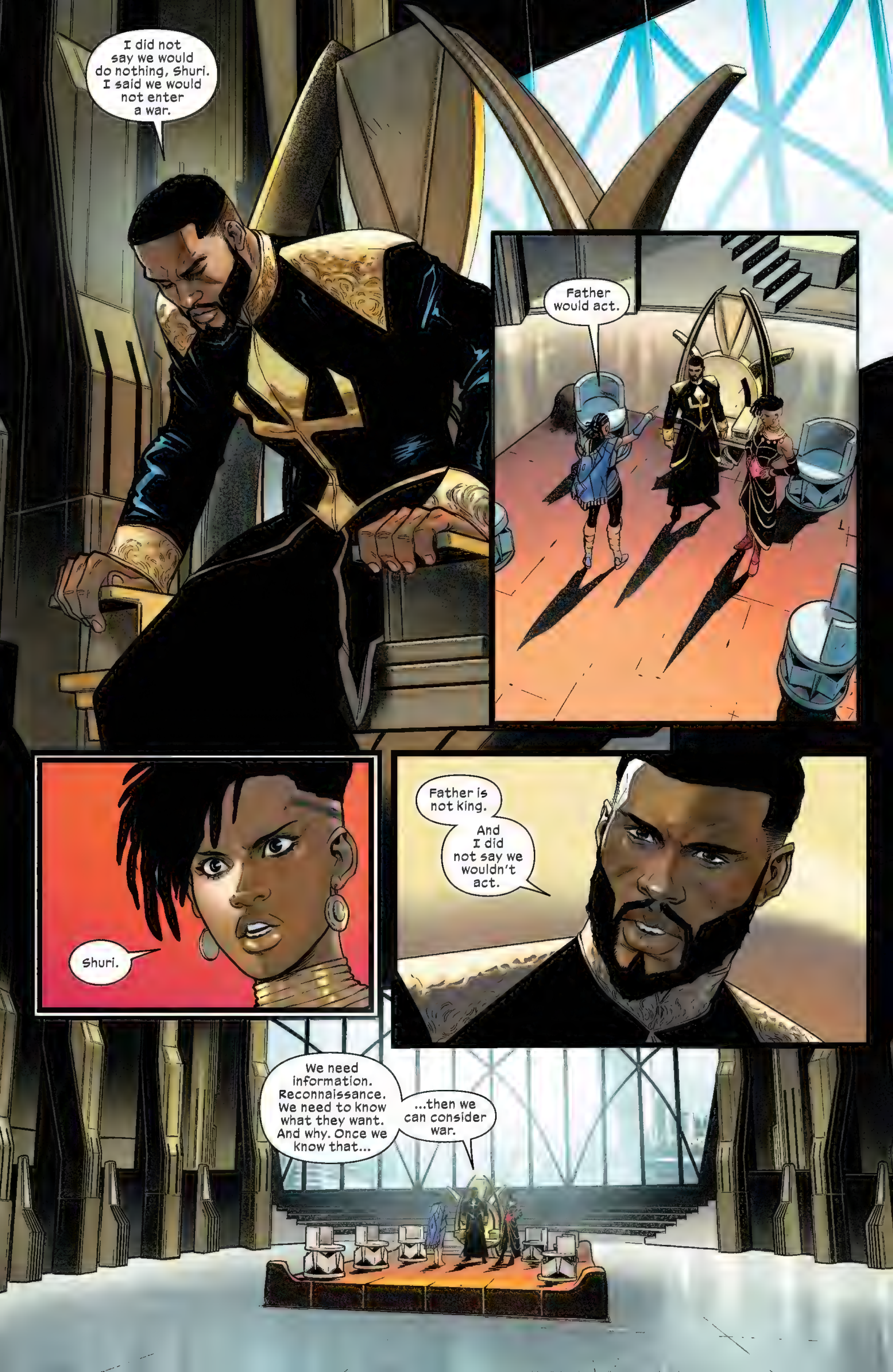

Speak with the Divine Mother of the *Vodu-Khan*.
She wants your counsel.
She wants my *servitude*. To her signs and portents.
I do not trust them. Or their ways.
As well you shouldn't.
But you need to recognize their power.
Their power lies in superstition. In fear. Wakanda should be free of the Vodu-Khan.
Perhaps. But hide your intentions. They sense your doubt.
Share your dreams. Show them you will listen.
Keep them close while you decide their fate.
One should only know they are an enemy to the king *after* they have been destroyed.

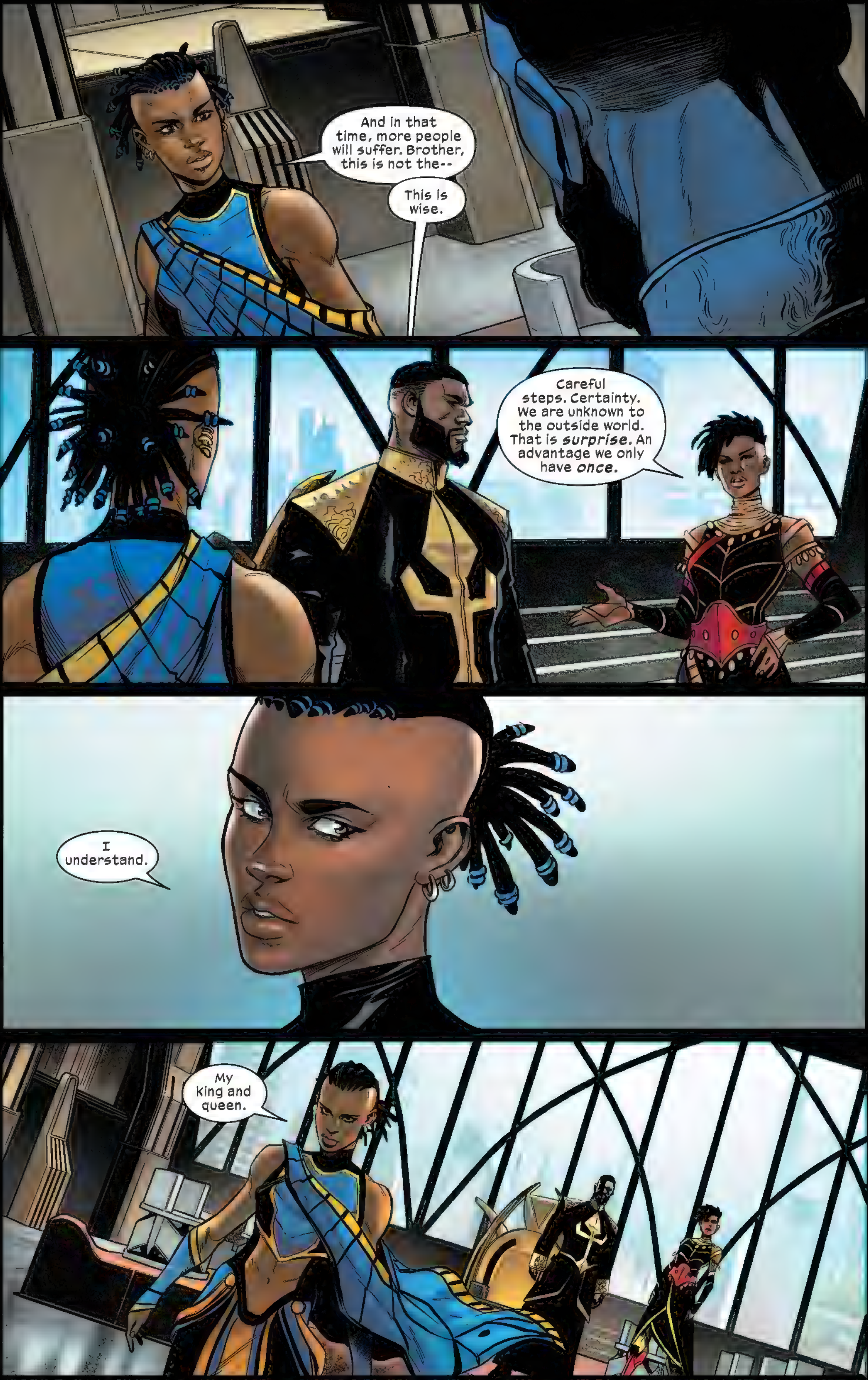

Temple of the Vodu-Khan.
You dream of pain, King T'Challa. Suffering.
And what does that teach you?
I learn from books. Not dreams.
You underestimate dreams, King T'Challa.
Matron Imala. Sacred Mother of the Vodu-Khan.
And the Vodu-Khan underestimates me.
I am not my father, Matron Imala.
Since the birth of Wakanda, the Vodu-Khan has served this kingdom. And all of its kings. Our connection to the Gods is yours.
Allow me to prove that by offering you counsel, my king.

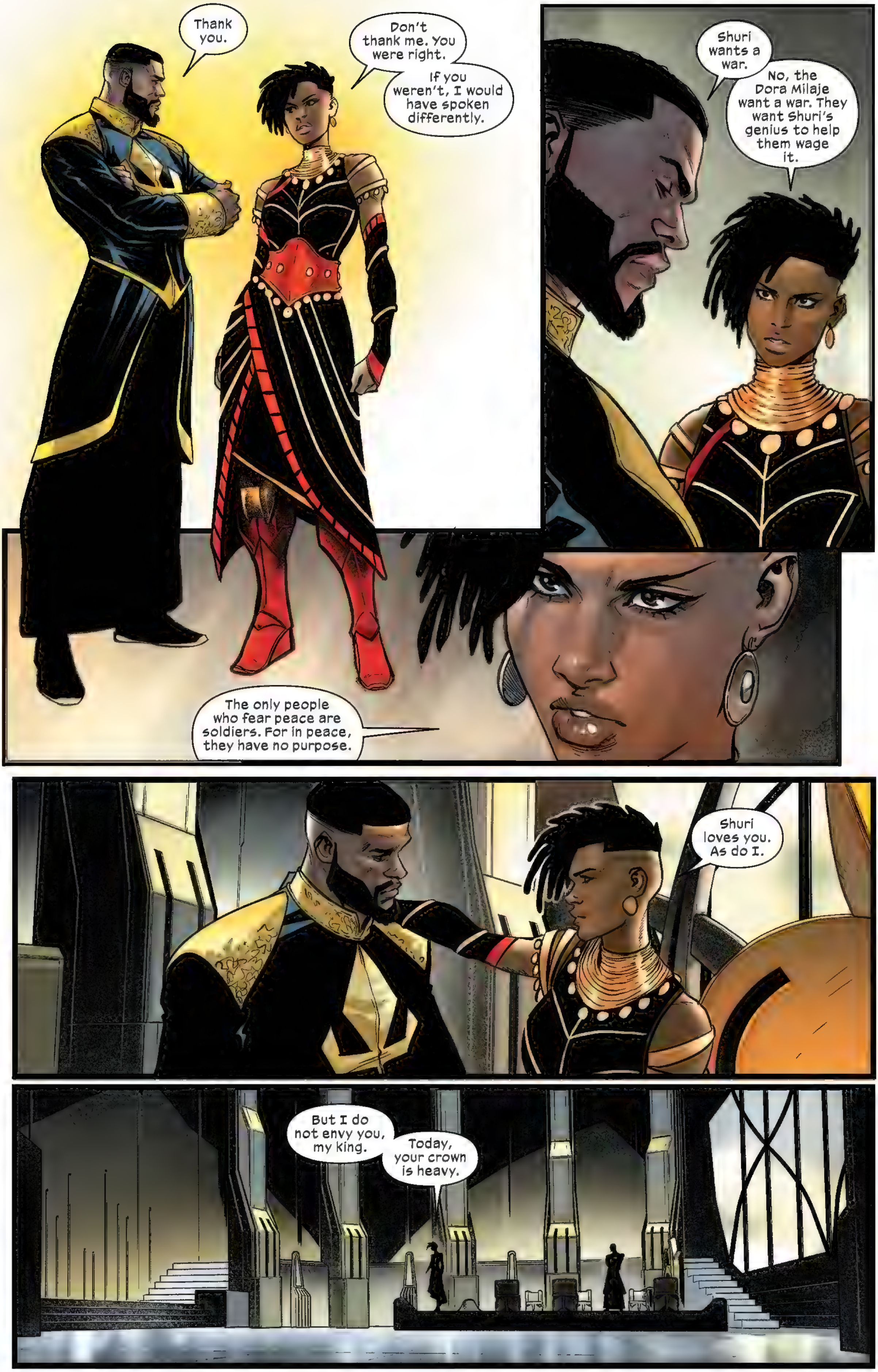

In meditation, we have sensed a violent...becoming. Enemies in our midst. Enemies outside of the walls.
Trust no one, my king.
Your dreams warn you. The Gods are on your side.
But Gods can be fickle.
I won't be paralyzed by paranoia, Matron. I will not rule in fear of my own people.
Do not choose fear. Choose *awareness.*
We will be your eyes as well.
Then the Vodu-Khan has my gratitude.

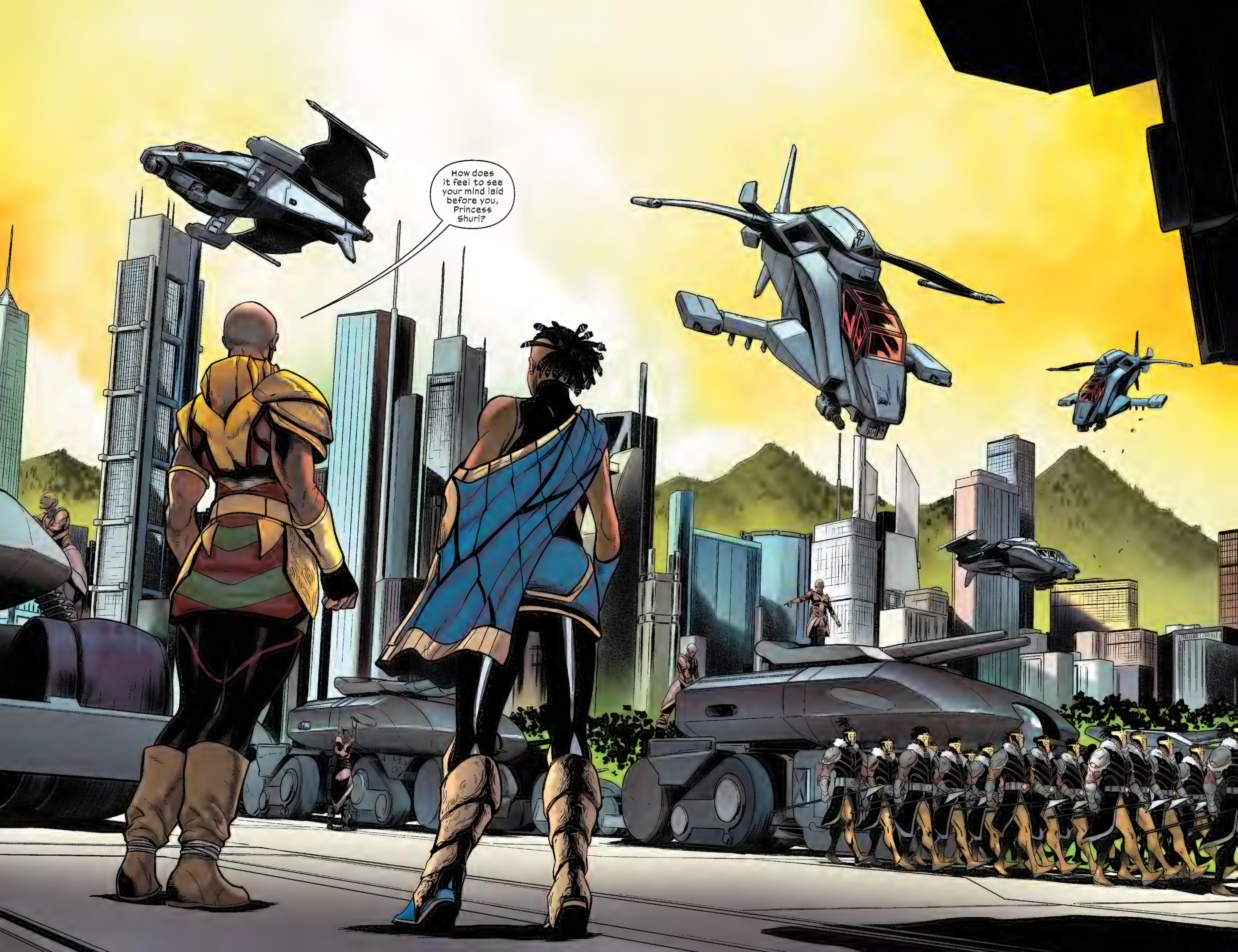

Royal palace of Wakanda.
These men...they slaughtered them all?
Royal court of Wakanda.
And you swear to this.
We swear.
My King...it was difficult...
...to not come to their aid.
Shuri. Sister to T'Challa. Woman-at-arms.
We can marshal a small group of warriors. Dora Milaje among them. Seek out these marauders and--
I take information from spies--

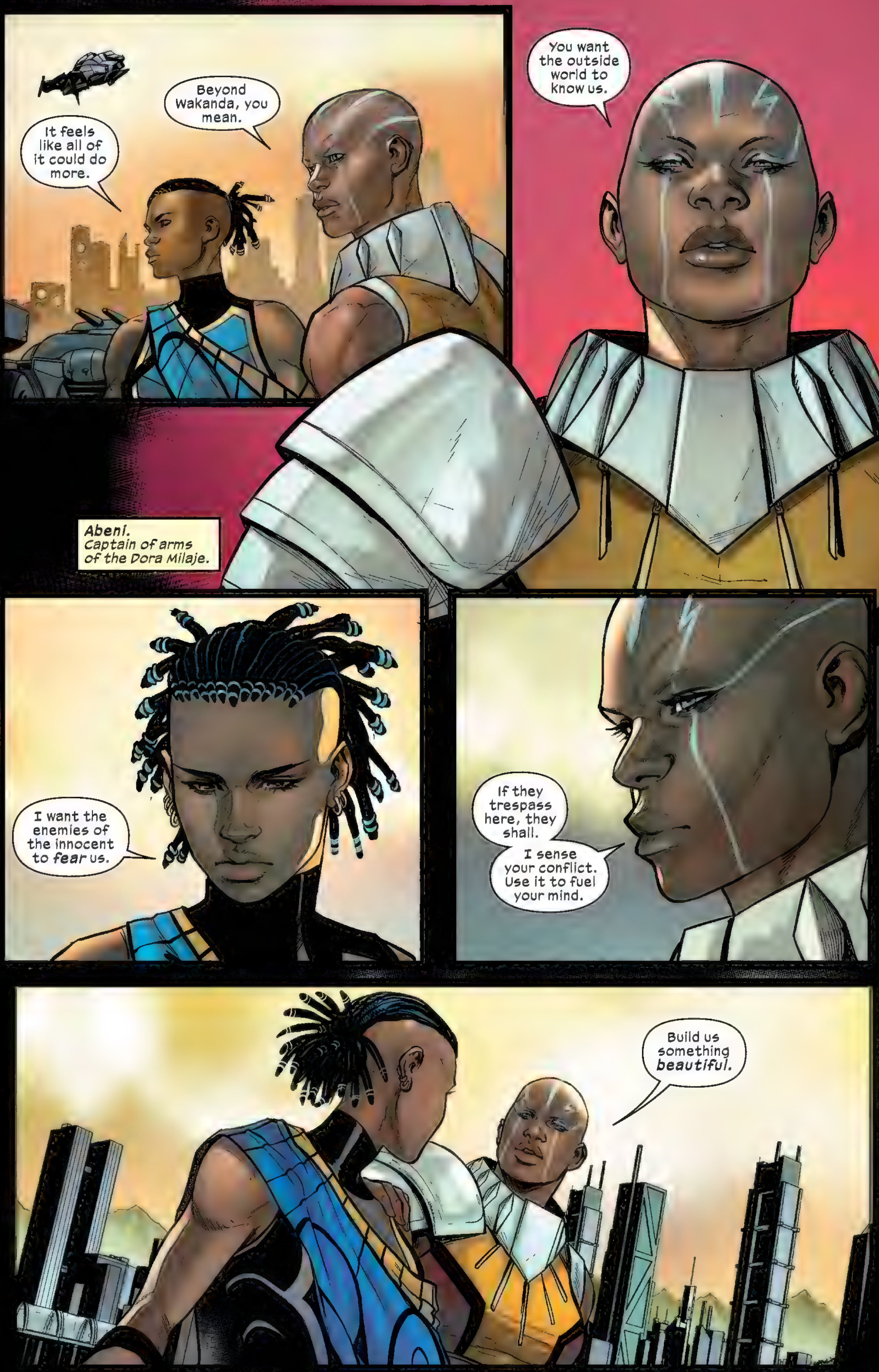

--but not strategy. You are dismissed. Thank you.
My king.
My king.
Faxul and Anon would die for you. They would not lie, Brother.
I don't think they're lying, Shuri.
But our armies remain still.
People are *dying,* T'Challa. And you want to do nothing.

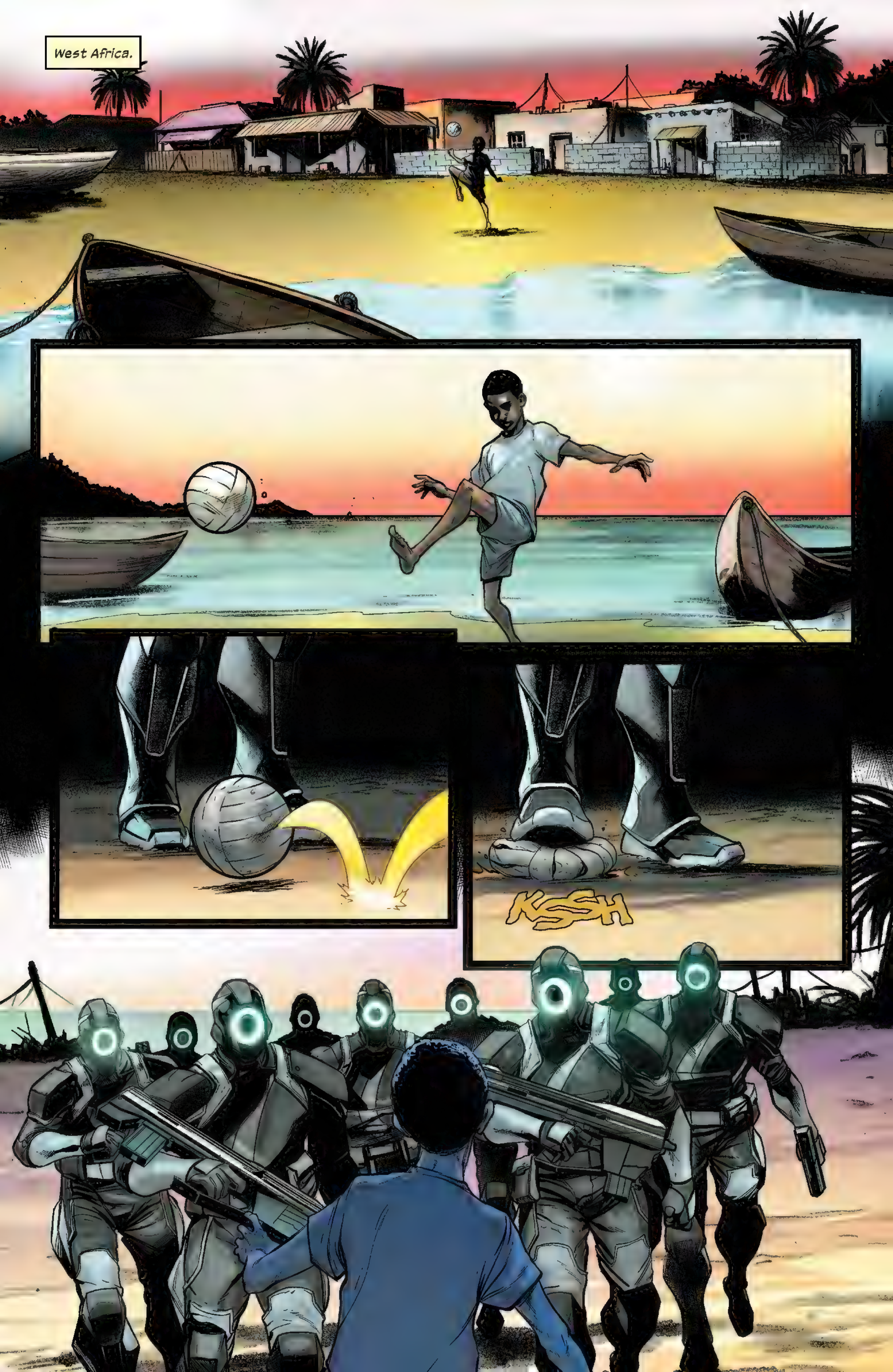

I did not say we would do nothing, Shuri. I said we would not enter a war.
Father would act.
Shuri.
Father is not king.
And I did not say we wouldn't act.
We need information. Reconnaissance. We need to know what they want. And why. Once we know that...
...then we can consider war.

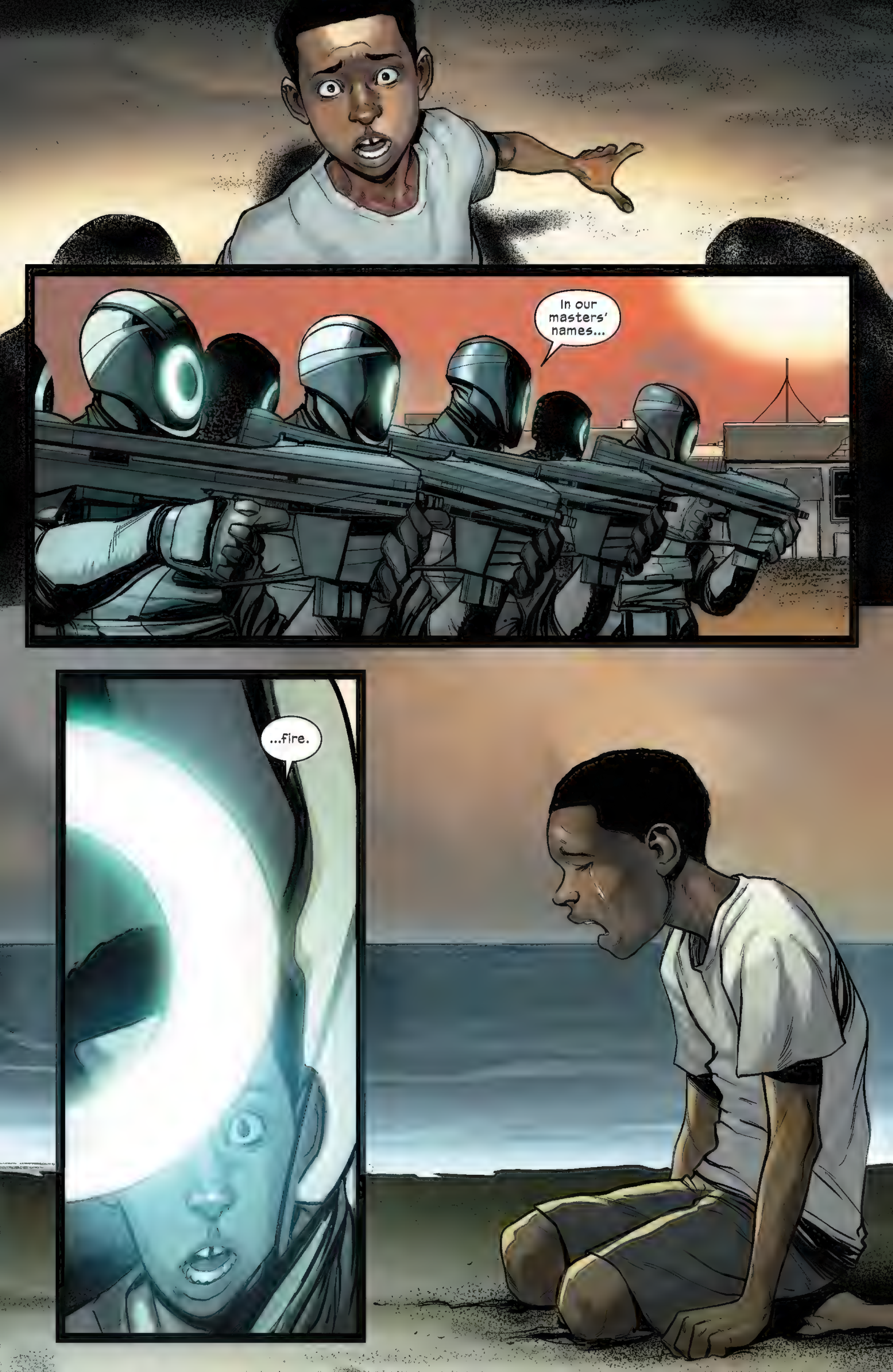

And in that time, more people will suffer. Brother, this is not the--
This is wise.
Careful steps. Certainty. We are unknown to the outside world. That is *surprise.* An advantage we only have *once.*
I understand.
My king and queen.

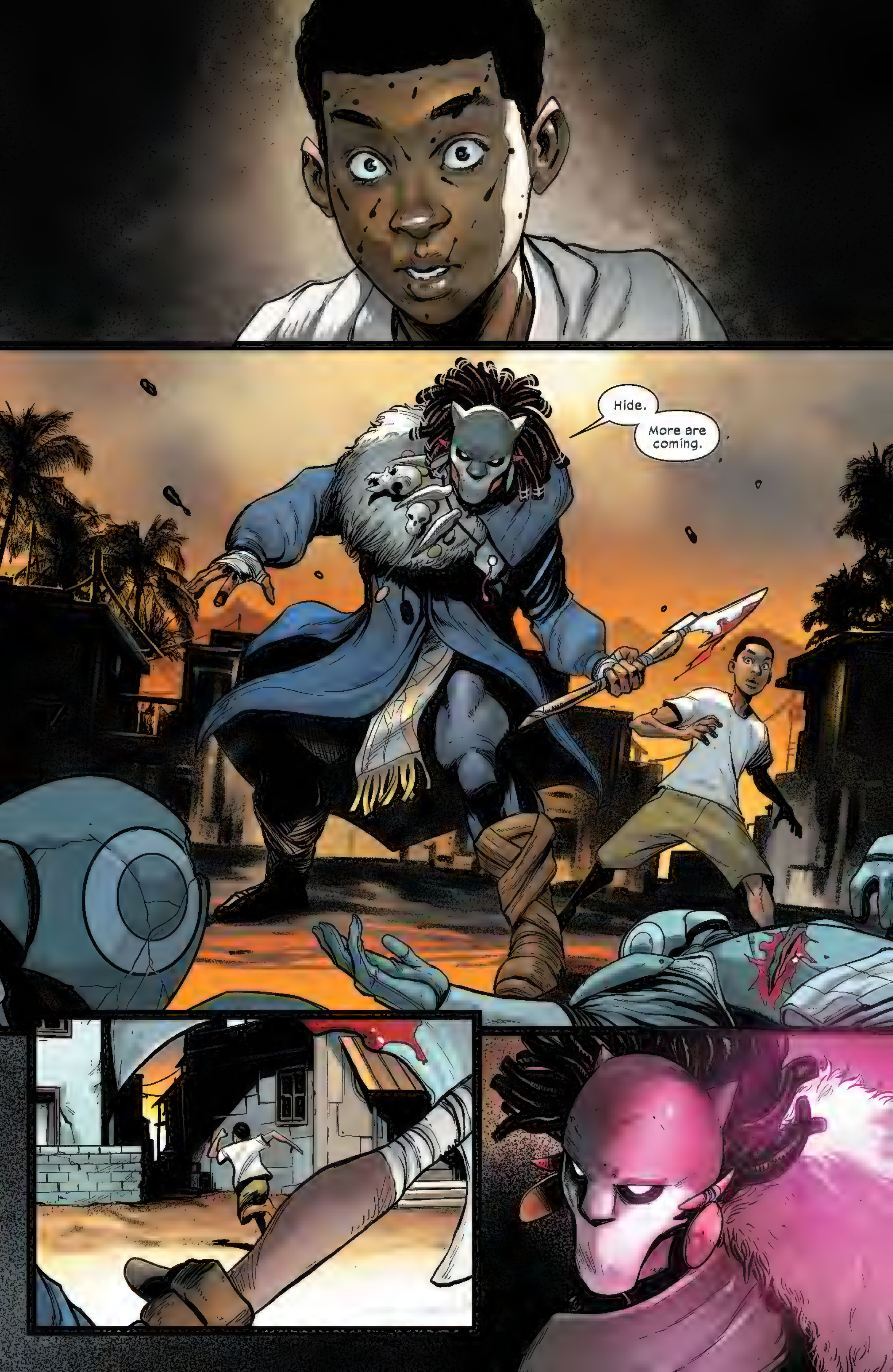

Thank you.
Don't thank me. You were right.
If you weren't, I would have spoken differently.
Shuri wants a war.
No, the Dora Milaje want a war. They want Shuri's genius to help them wage it.
The only people who fear peace are soldiers. For in peace, they have no purpose.
Shuri loves you. As do I.
But I do not envy you, my king.
Today, your crown is heavy.

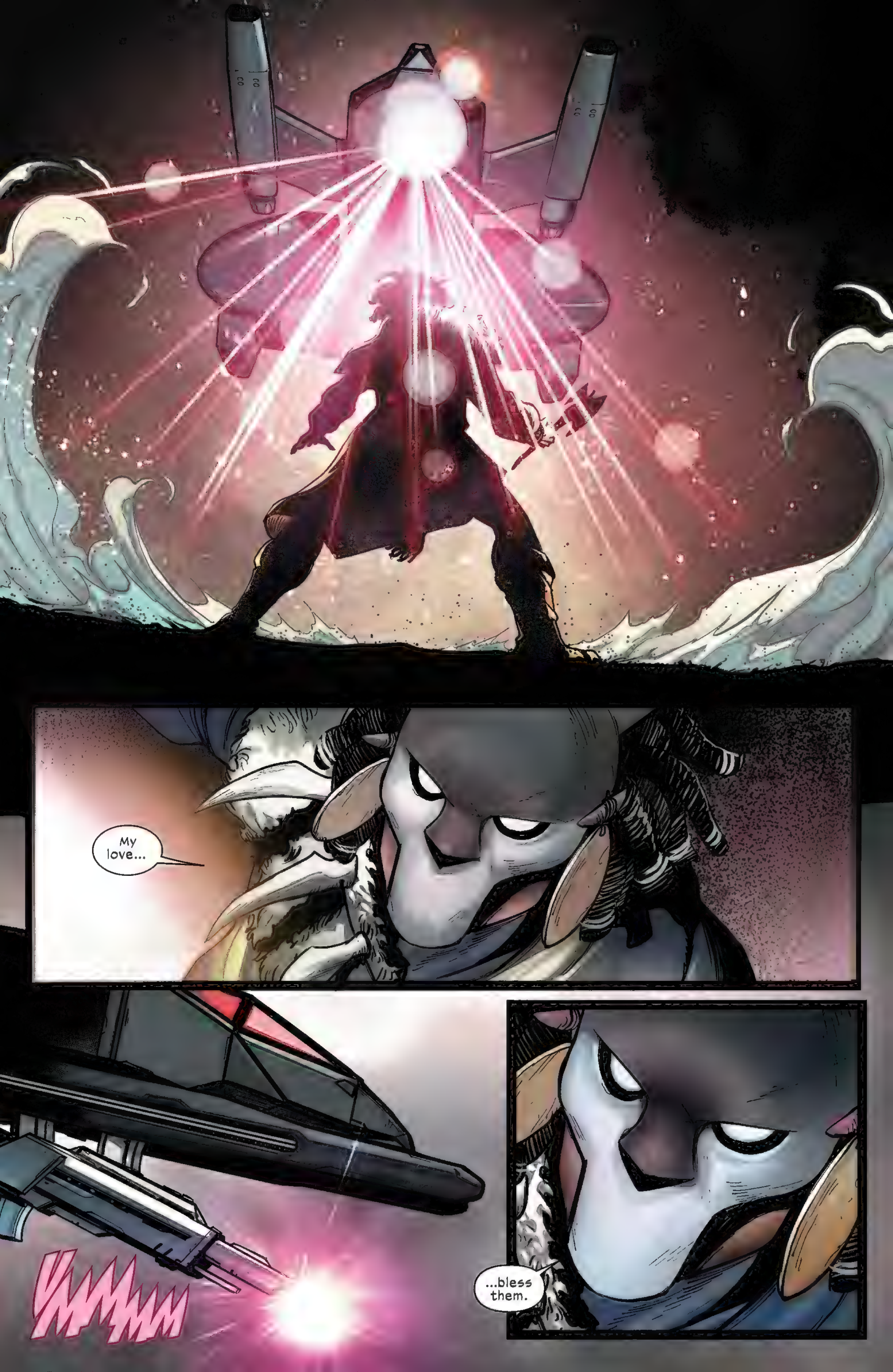

How does it feel to see your mind laid before you, Princess Shuri?

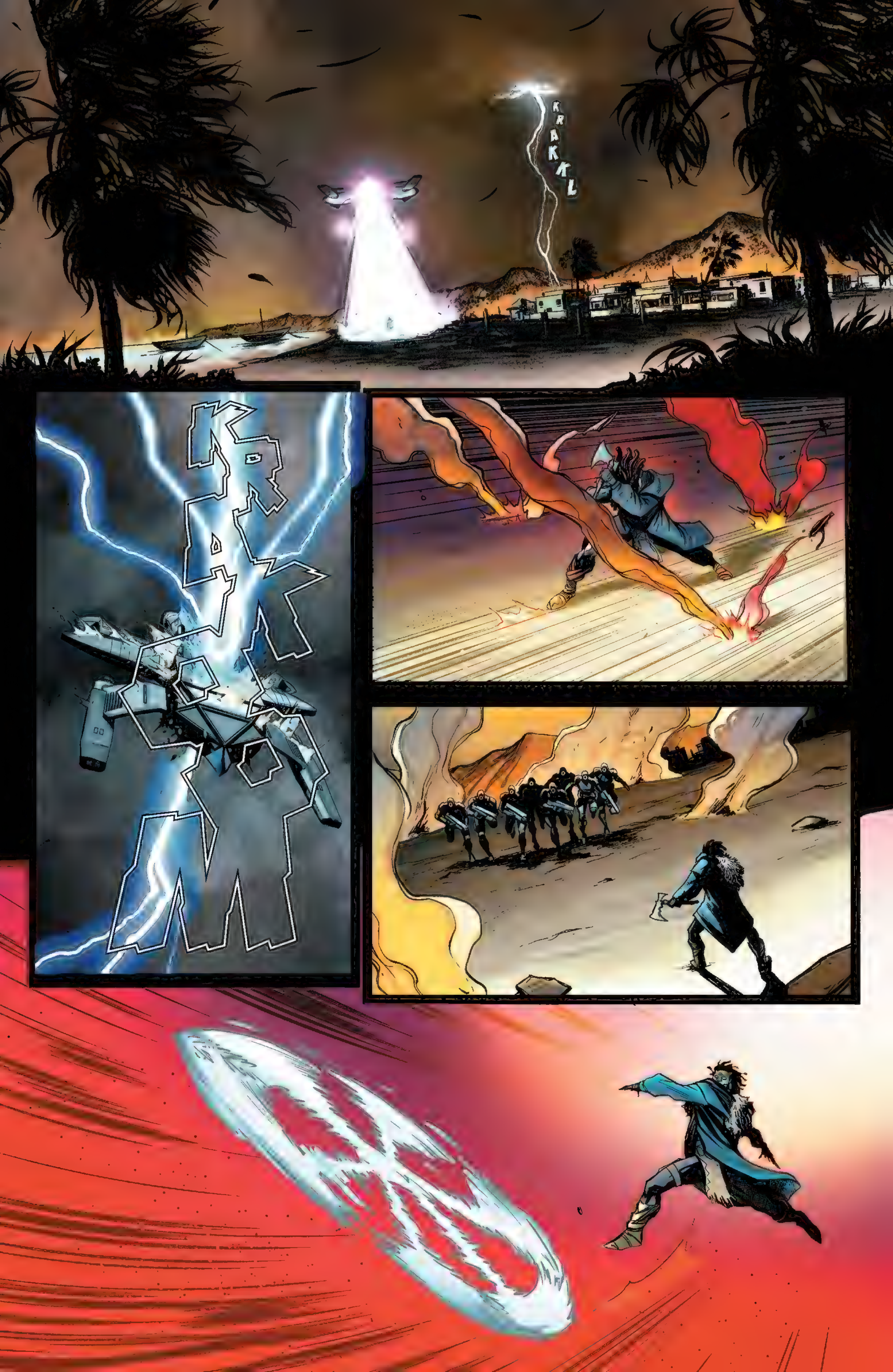

It feels like all of it could do more.
Beyond Wakanda, you mean.
You want the outside world to know us.
Abeni. *Captain of arms of the Dora Milaje.*
I want the enemies of the innocent to *fear* us.
If they trespass here, they shall.
I sense your conflict. Use it to fuel your mind.
Build us something *beautiful.*

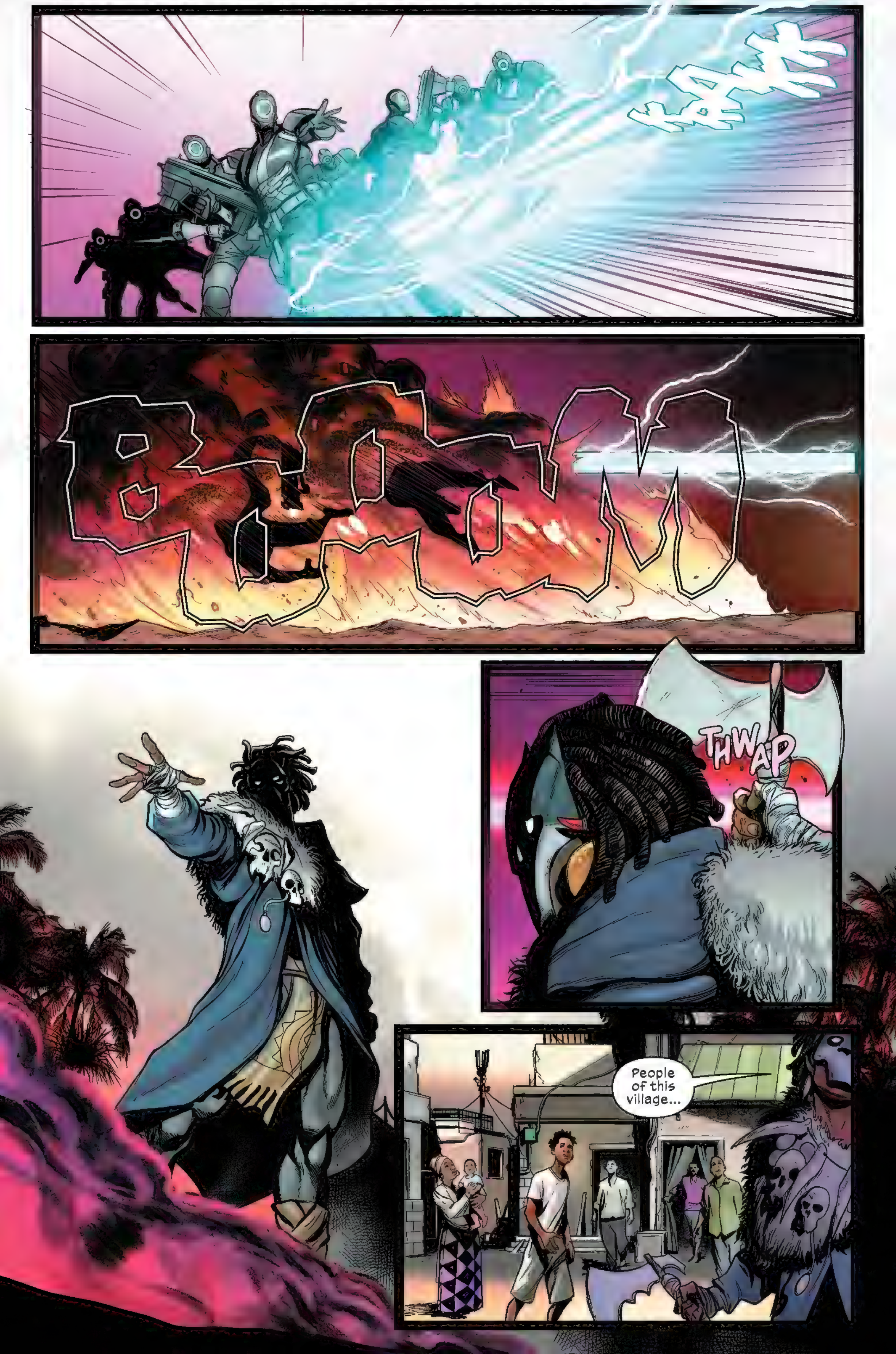

West Africa.
KSSH

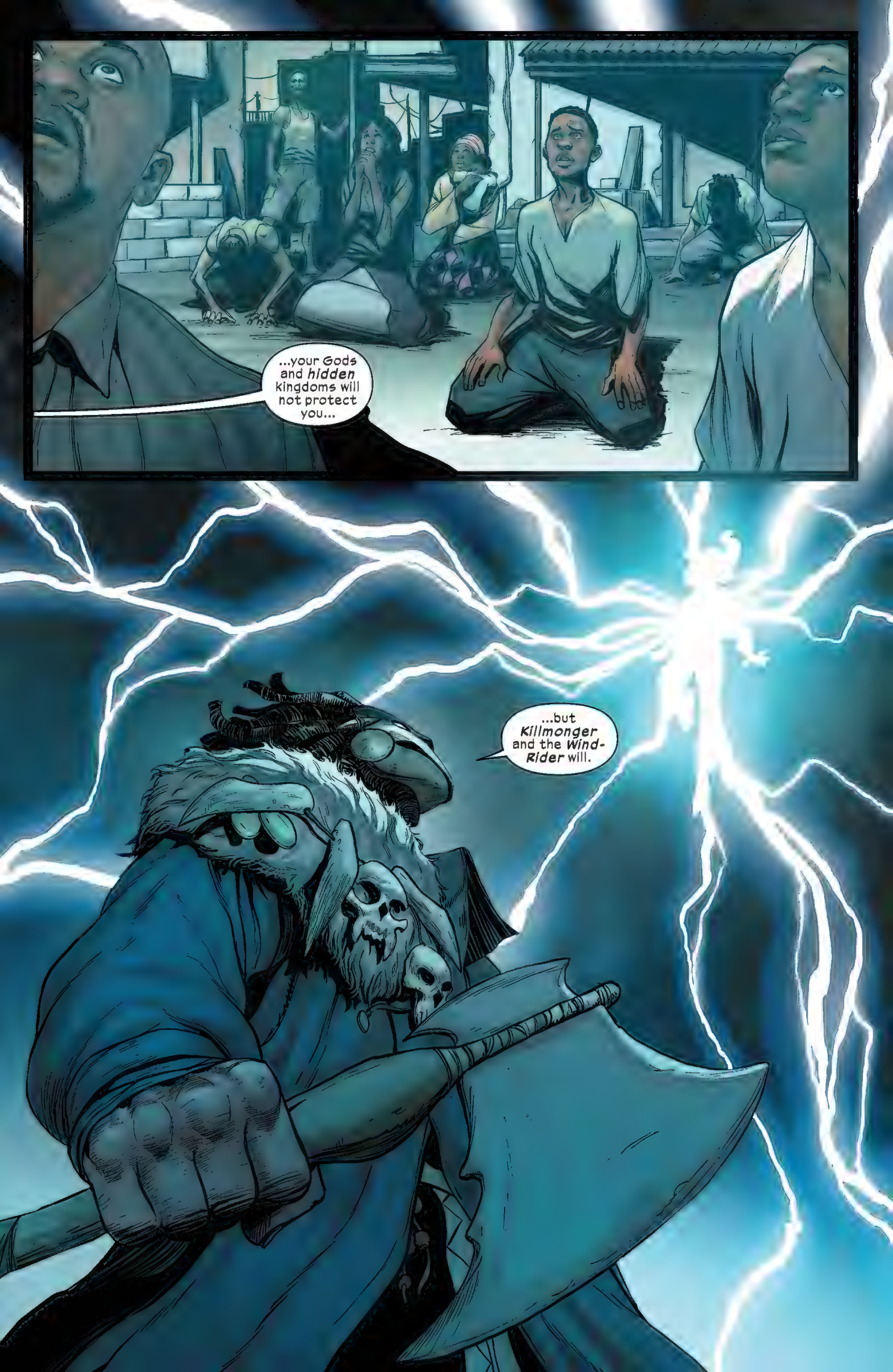

In our masters' names...
...fire.

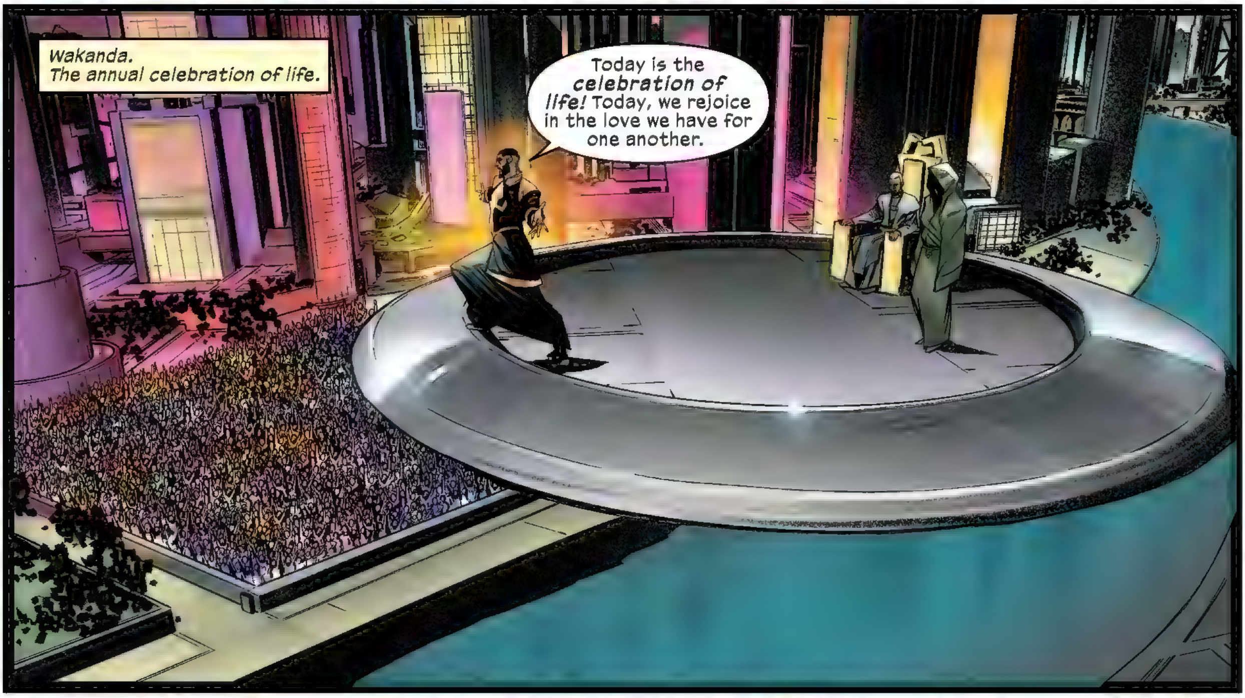

Hide.
More are coming.

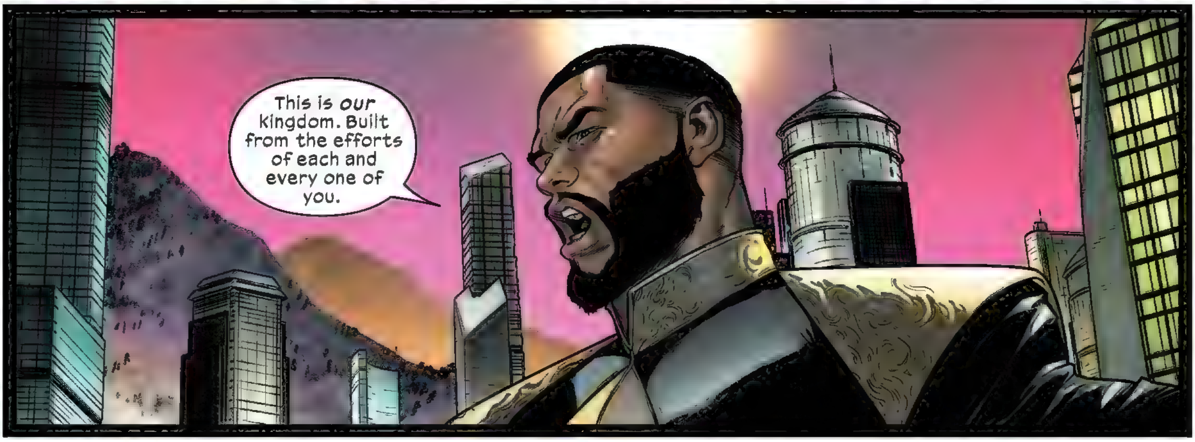

My love...
...bless them.
VMMMM

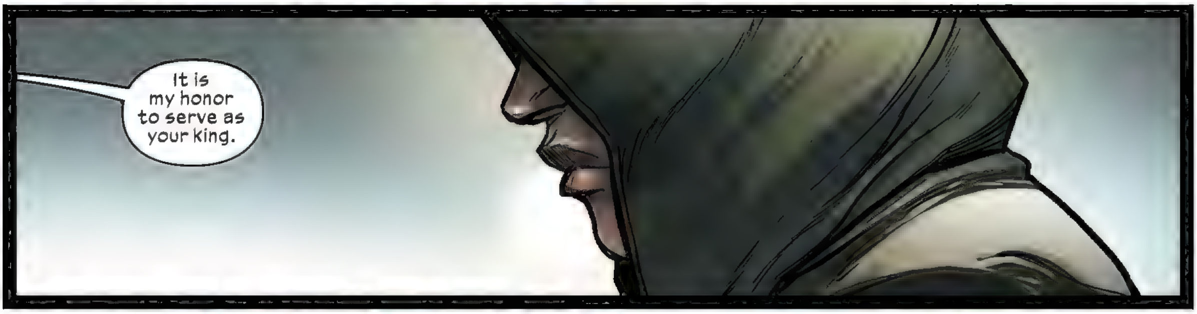

KRAKKL
KRAKOOM

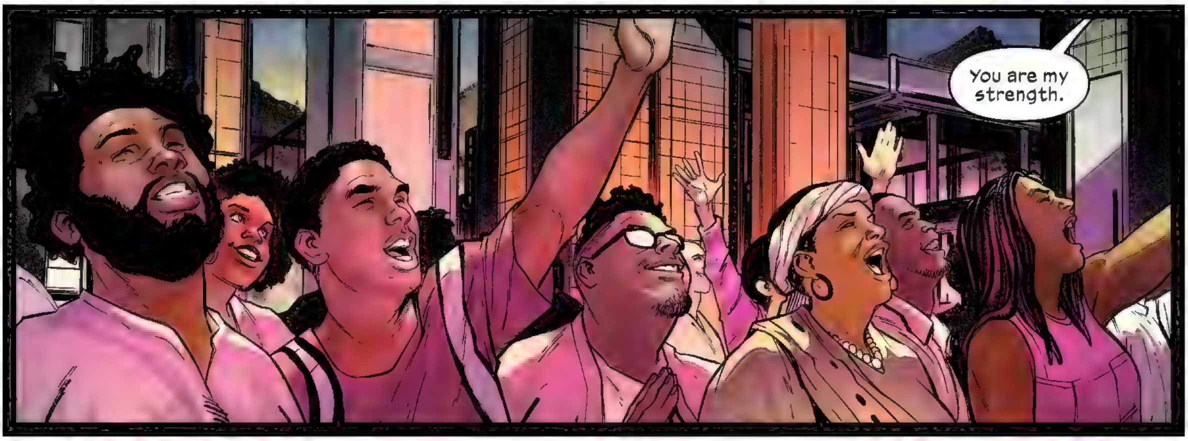

BOOM
THWAP
People of this village...

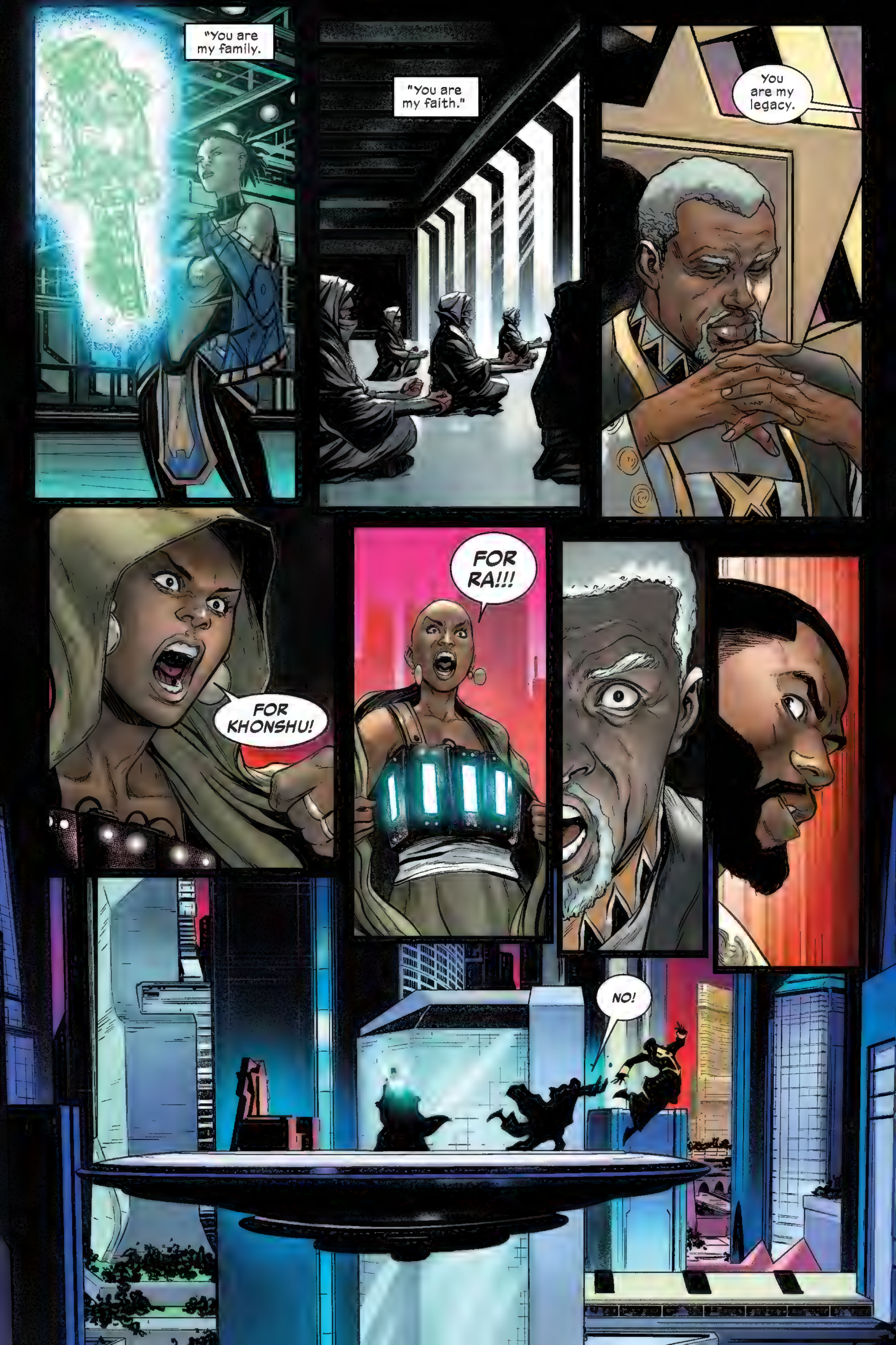

...your Gods and *hidden* kingdoms will not protect you...
...but *Killmonger* and the *Wind-Rider* will.

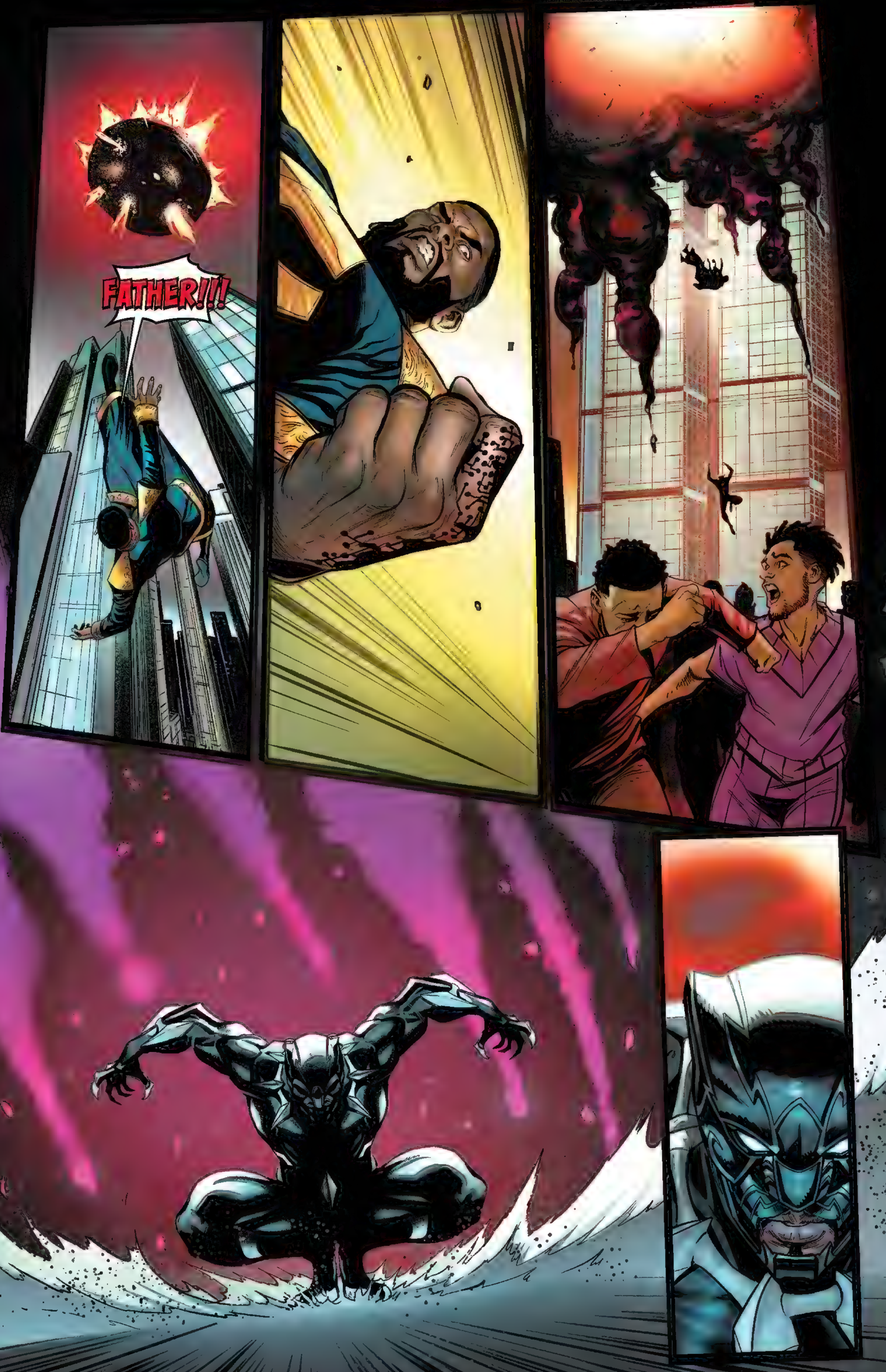

Wakanda.
The annual celebration of life.
Today is the *celebration of life!* Today, we rejoice in the love we have for one another.

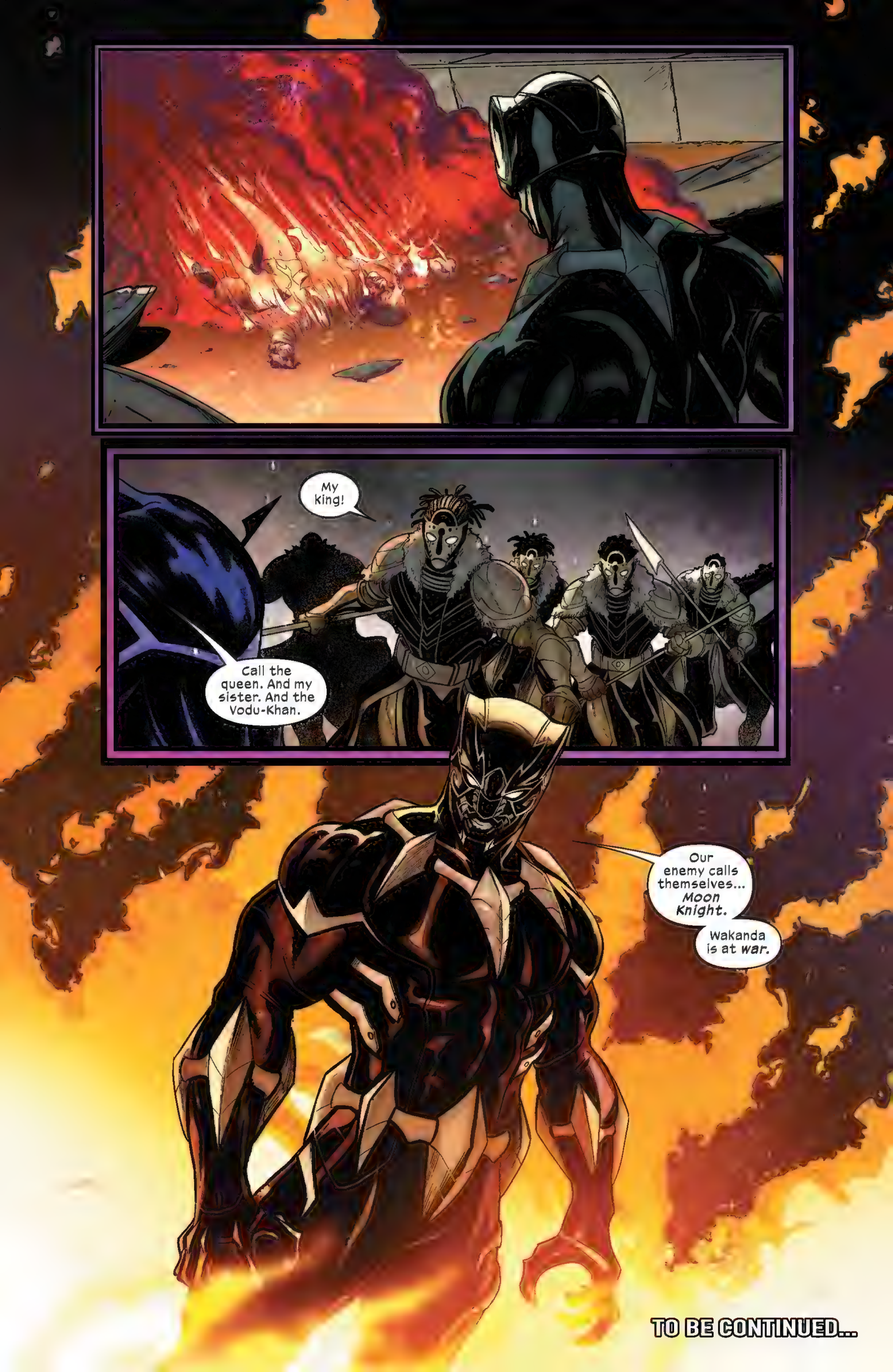

This is *our* kingdom. Built from the efforts of each and every one of you.


It is my honor to serve as your king.


You are my strength.


"You are my family.
"You are my faith."
You are my legacy.
FOR KHONSHU!
FOR RA!!!
NO!


FATHER!!!


My king!
Call the queen. And my sister. And the Vodu-Khan.
Our enemy calls themselves... *Moon Knight*.
Wakanda is at *war*.
TO BE CONTINUED...

NEXT

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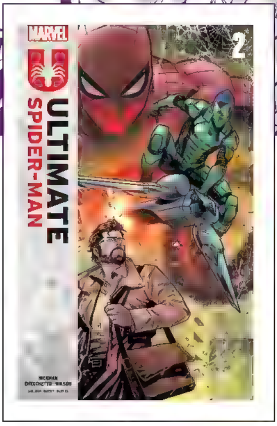
ON SALE IN **MARCH**


MARVEL
ULTIMATE
SPIDER-MAN
2

ULTIMATE SPIDER-MAN #2

BY **JONATHAN HICKMAN** & **MARCO CHECCHETTO**

ON SALE IN FEBRUARY

MARVEL
ULTIMATE
X-MEN
1

ULTIMATE X-MEN #1

BY
PEACH MOMOKO

ON SALE IN MARCH

WE WANT TO HEAR FROM YOU! EMAIL US AT **MHEROES@MARVEL.COM** AND MARK YOUR LETTERS **"OKAY TO PRINT"**!

2

Twenty years ago, **THE MAKER** prevented a radioactive spider from biting a young **PETER PARKER**. He likewise prevented the creation of any other super heroes and formed a secret council to rule the world from the shadows.

In a quest to free the world from **THE MAKER'S COUNCIL**, **TONY STARK** sent Peter—now a married father of two—a package containing the same radioactive spider and a picotech suit.

After watching his uncle, **BEN PARKER**, and mentor **J. JONAH JAMESON** leave the *Daily Bugle* over pressure from the *Bugle's* owner, **WILSON FISK**, to control the news cycle, Peter felt called to action and let the spider bite him…

WRITER: **JONATHAN HICKMAN**
ARTIST: **MARCO CHECCHETTO**

COLOR ARTIST: **MATTHEW WILSON**
LETTERER: **VC's CORY PETIT**
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EDITOR IN CHIEF: **C.B. CEBULSKI**

SPIDER-MAN CREATED BY **STAN LEE** & **STEVE DITKO**

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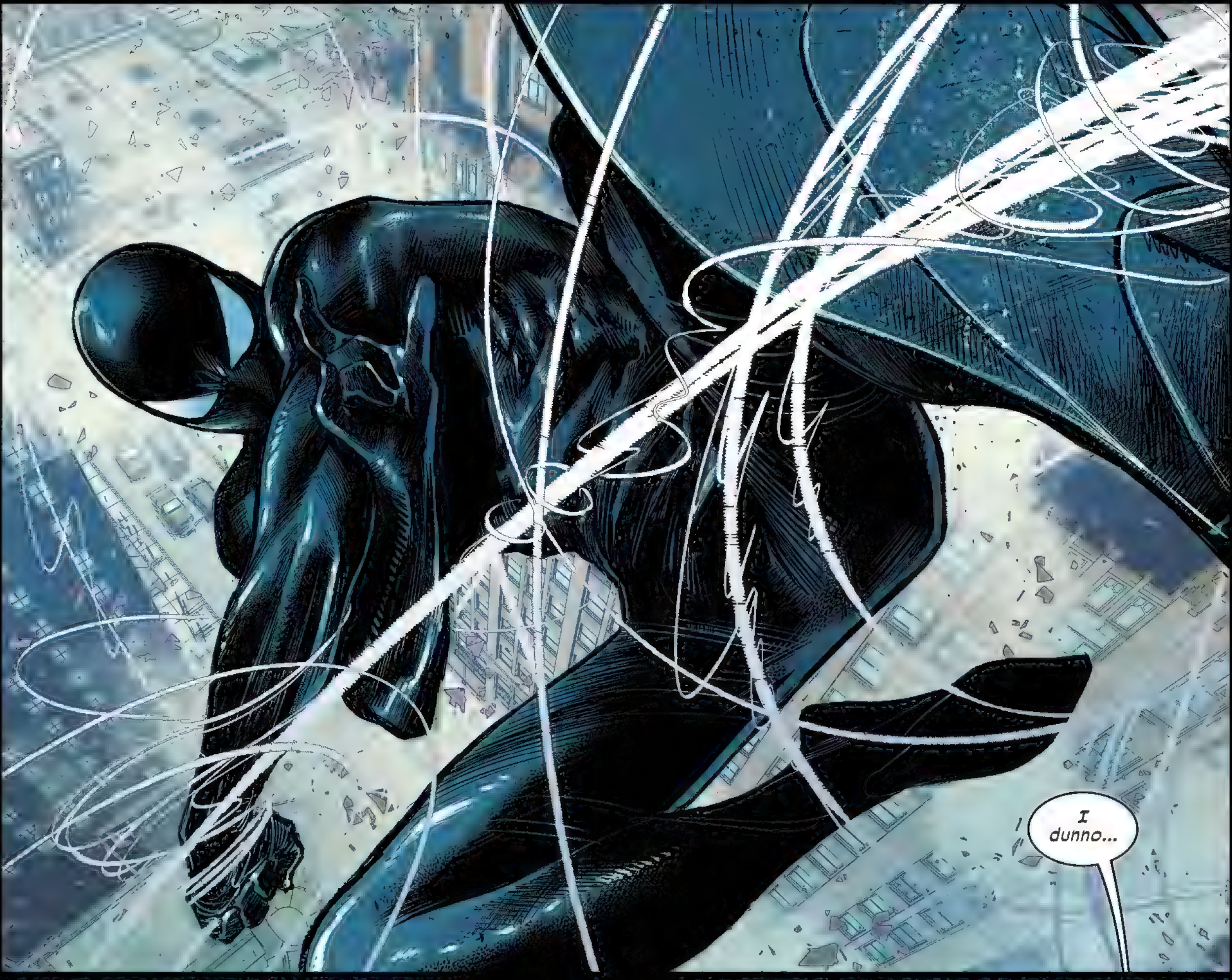
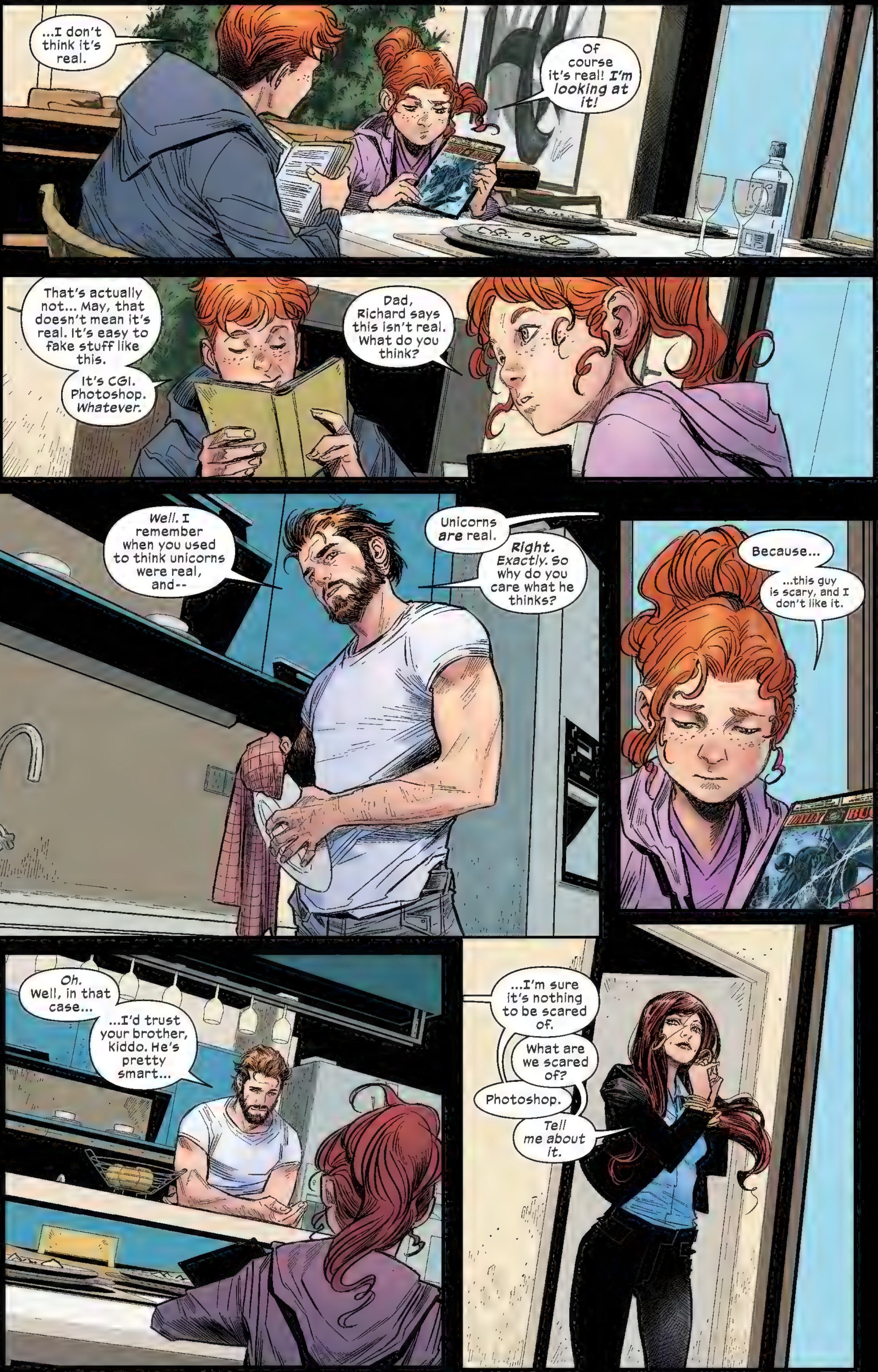
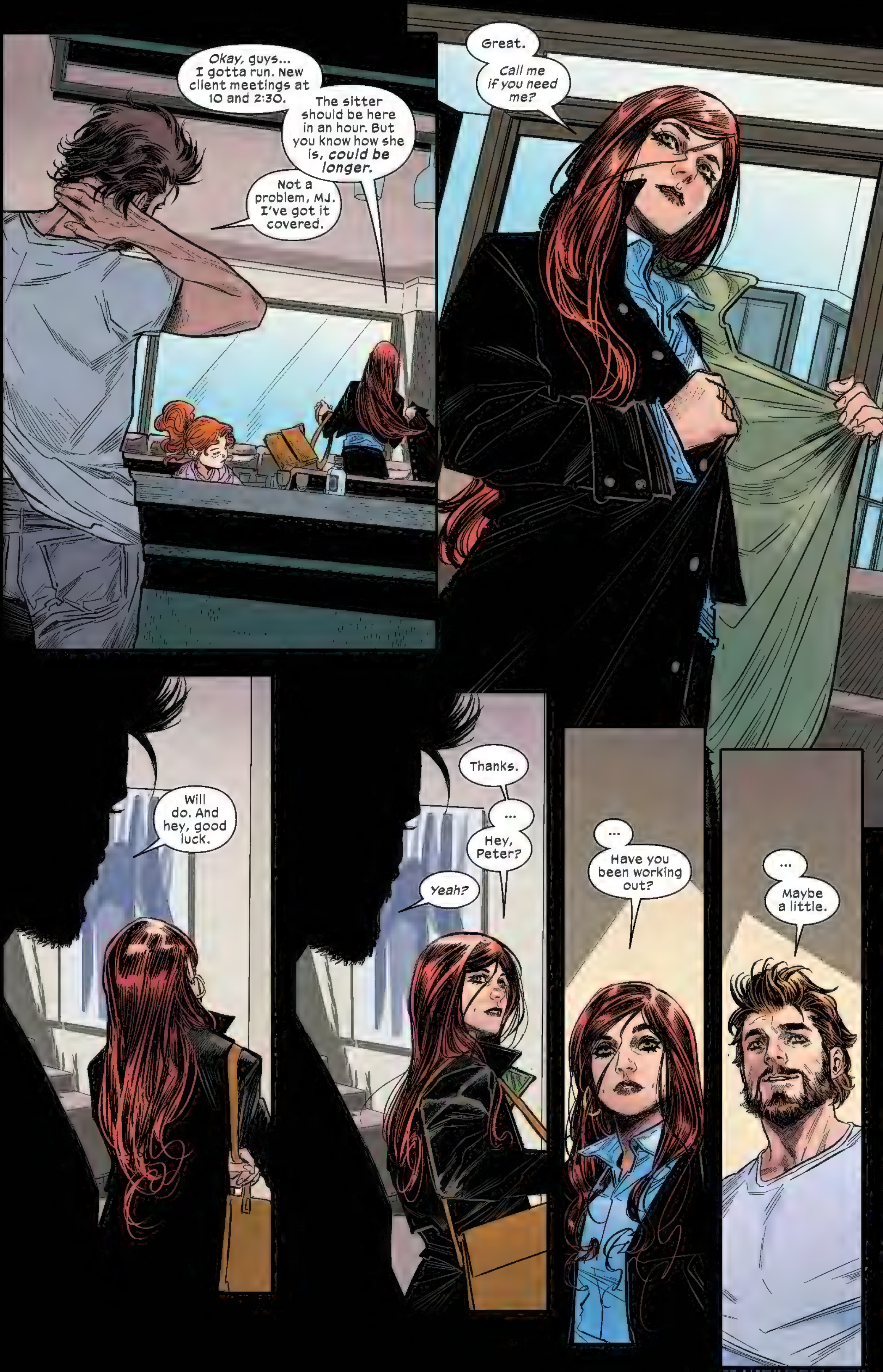
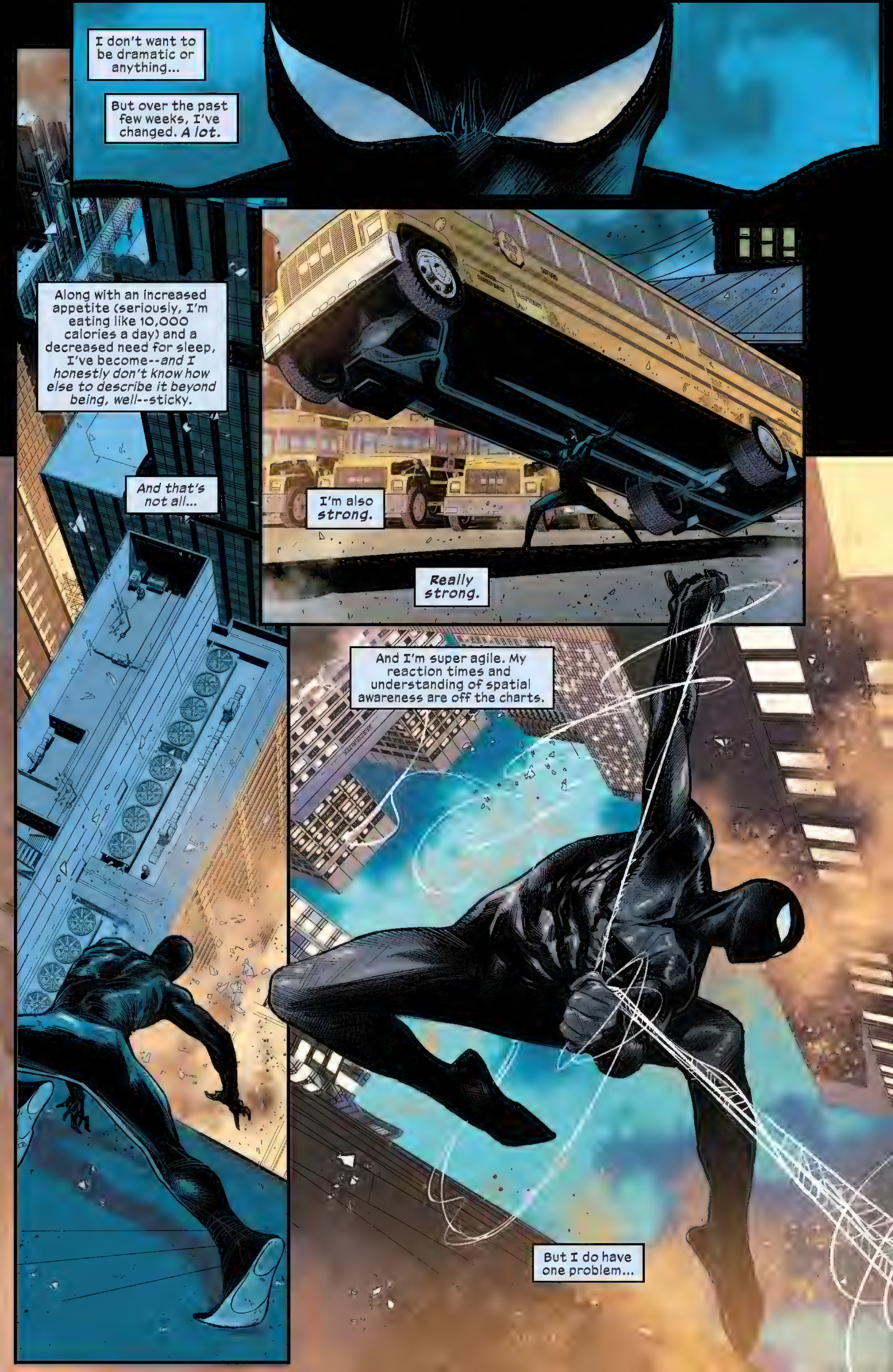
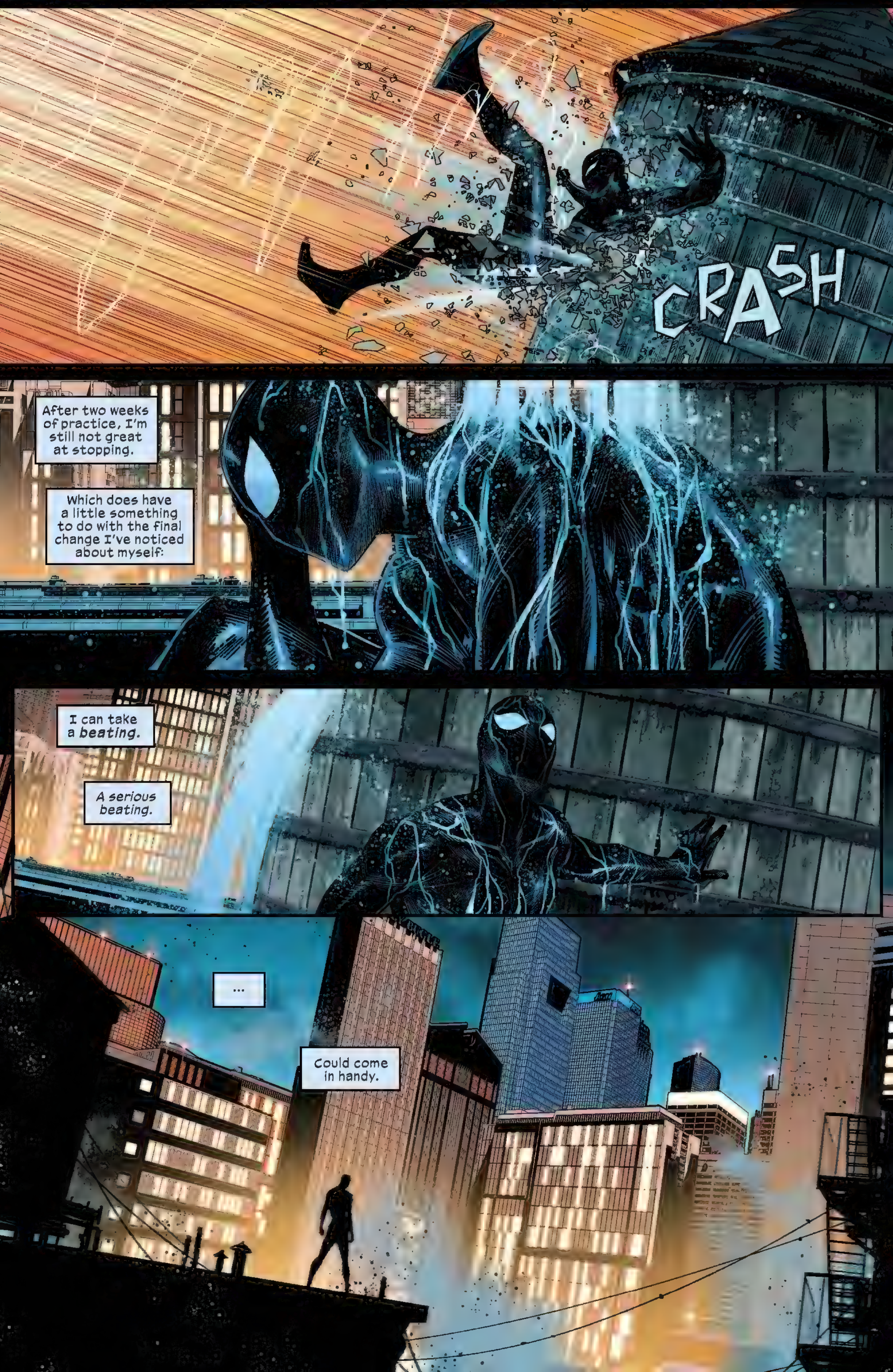
FEBRUARY

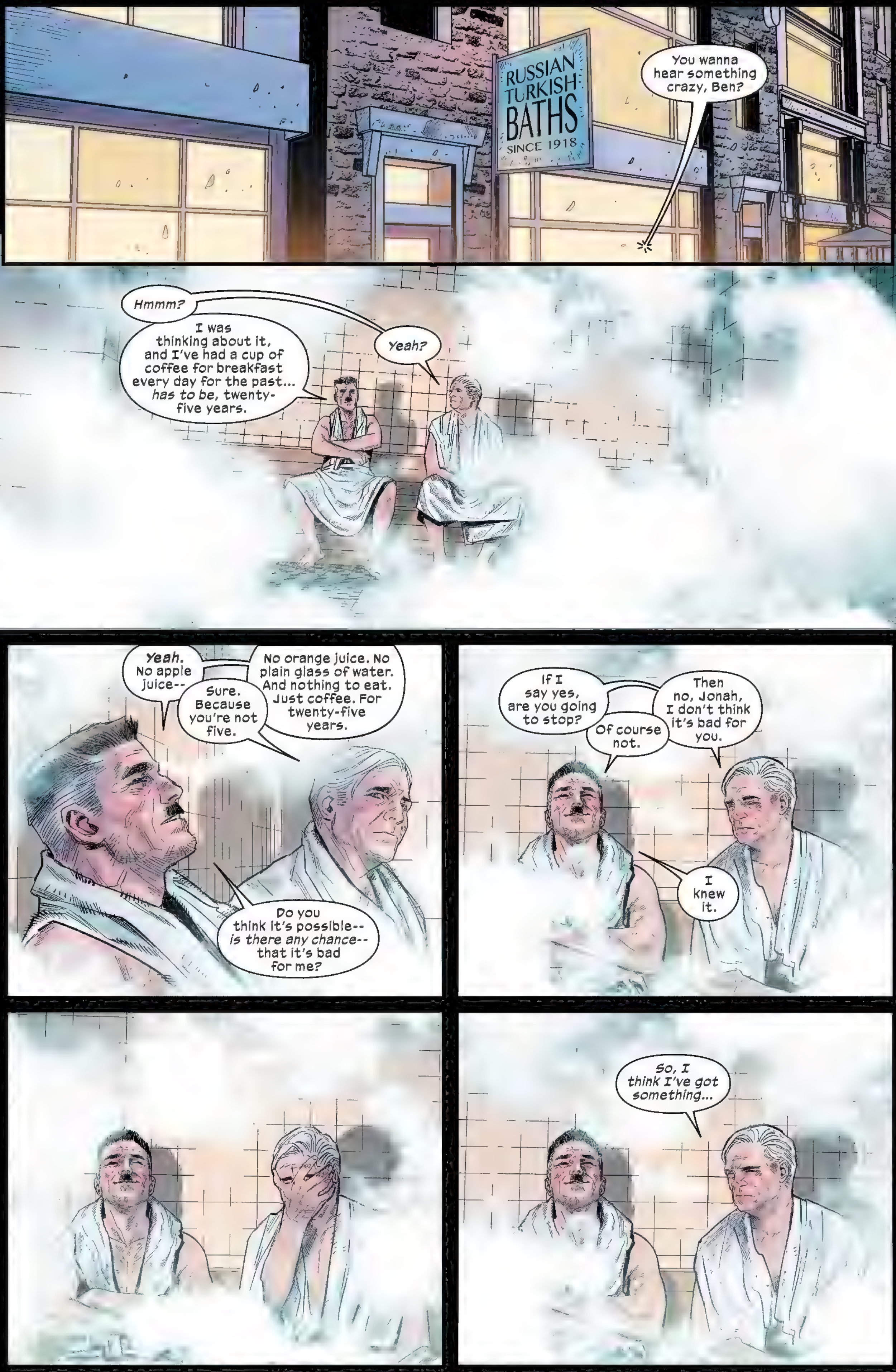


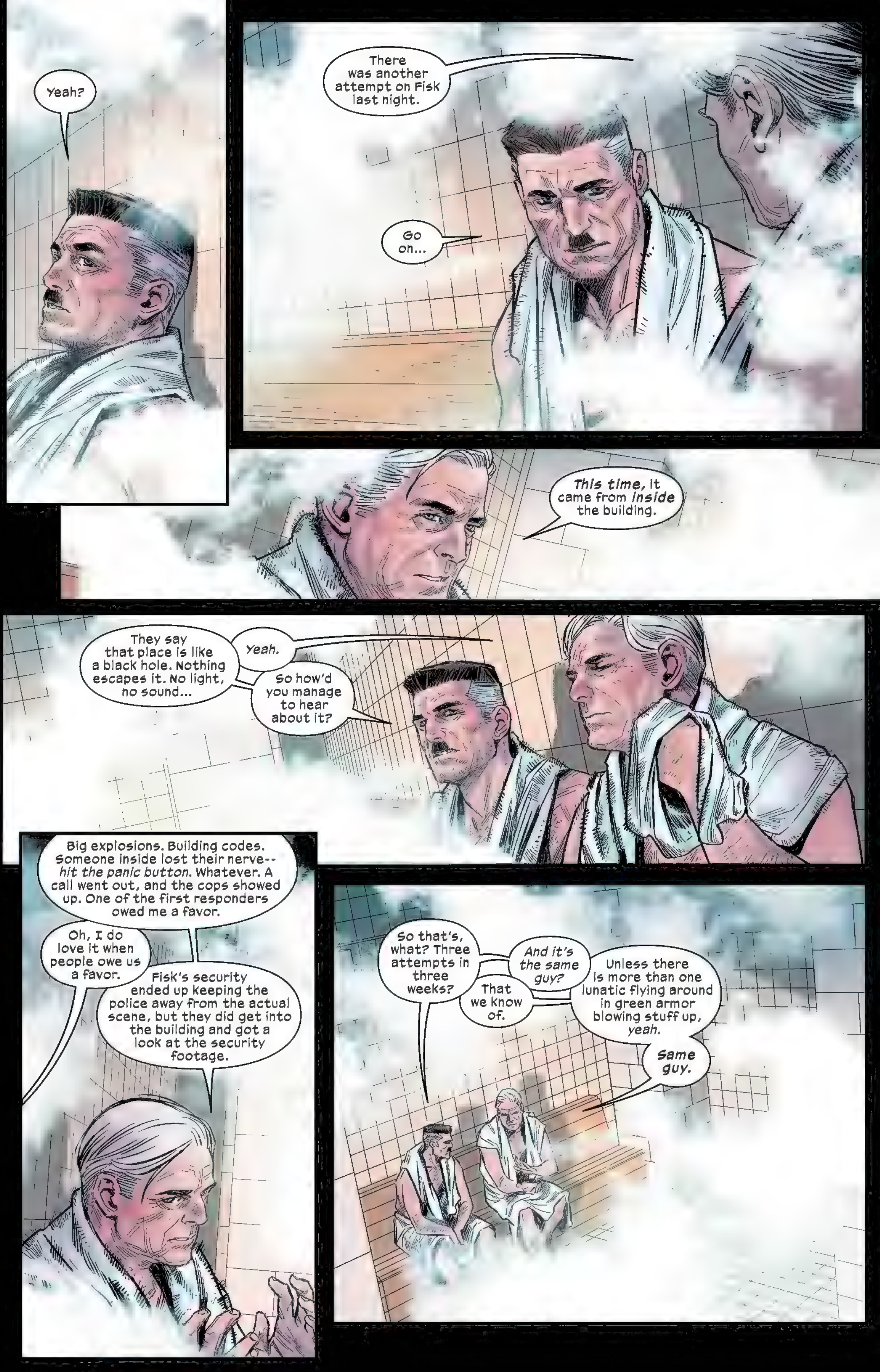

...I don't think it's real.
Of course it's real! *I'm looking at it!*
That's actually not... May, that doesn't mean it's real. It's easy to fake stuff like this.
It's CGI. Photoshop. *Whatever.*
Dad, Richard says this isn't real. What do you think?
Well. I remember when you used to think unicorns were real, and--
Unicorns ***are*** real.
Right. *Exactly.* So why do you care what he thinks?
Because...
...this guy is scary, and I don't like it.
Oh. Well, in that case...
...I'd trust your brother, kiddo. He's pretty smart...
...I'm sure it's nothing to be scared of.
What are we scared of?
Photoshop.
Tell me about it.

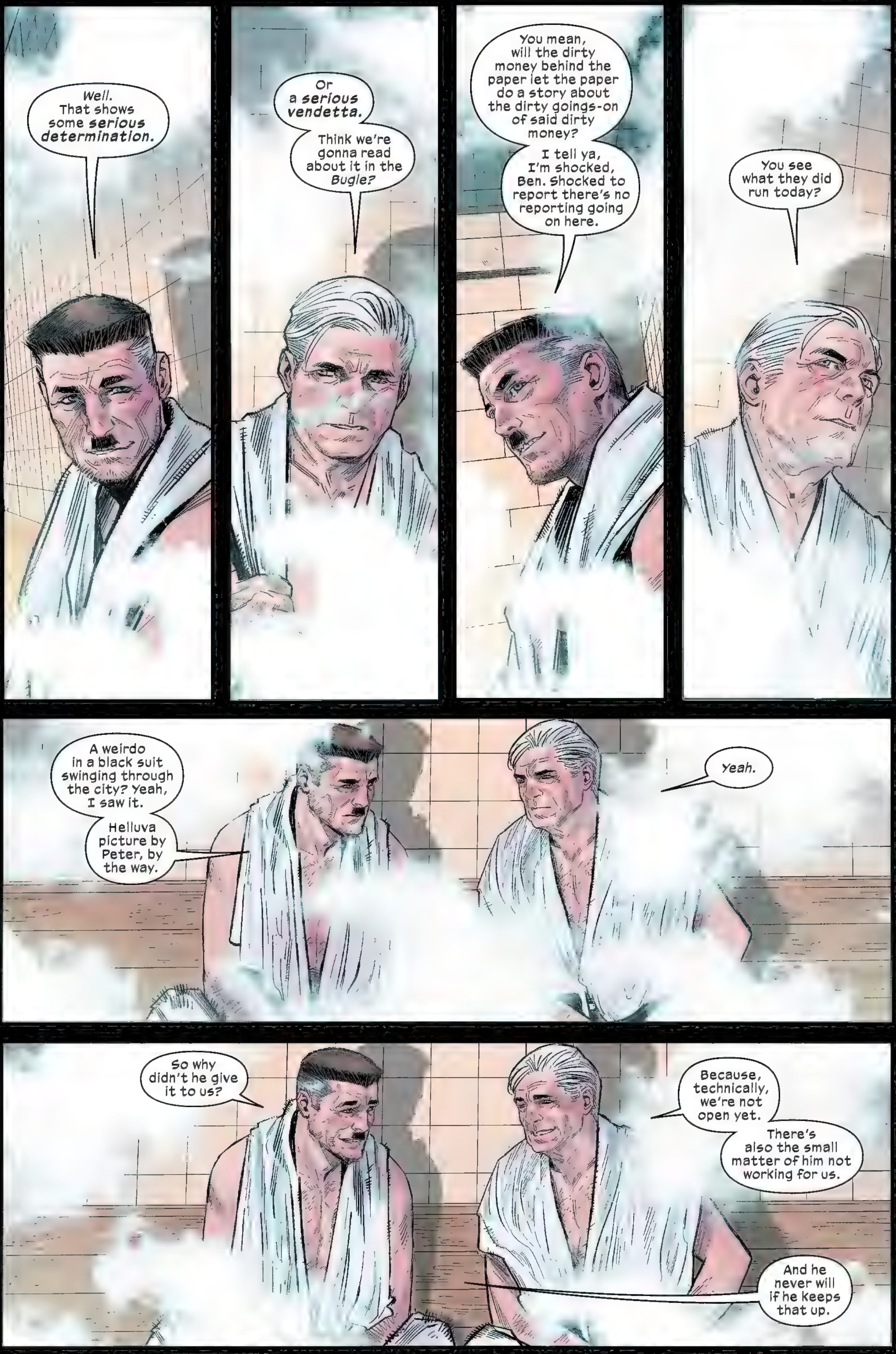

Okay, guys... I gotta run. New client meetings at 10 and 2:30.
The sitter should be here in an hour. But you know how she is, *could be longer.*
Not a problem, MJ. I've got it covered.
Great.
Call me if you need me?
Will do. And hey, good luck.
Thanks.
...
Hey, Peter?
Yeah?
...
Have you been working out?
...
Maybe a little.

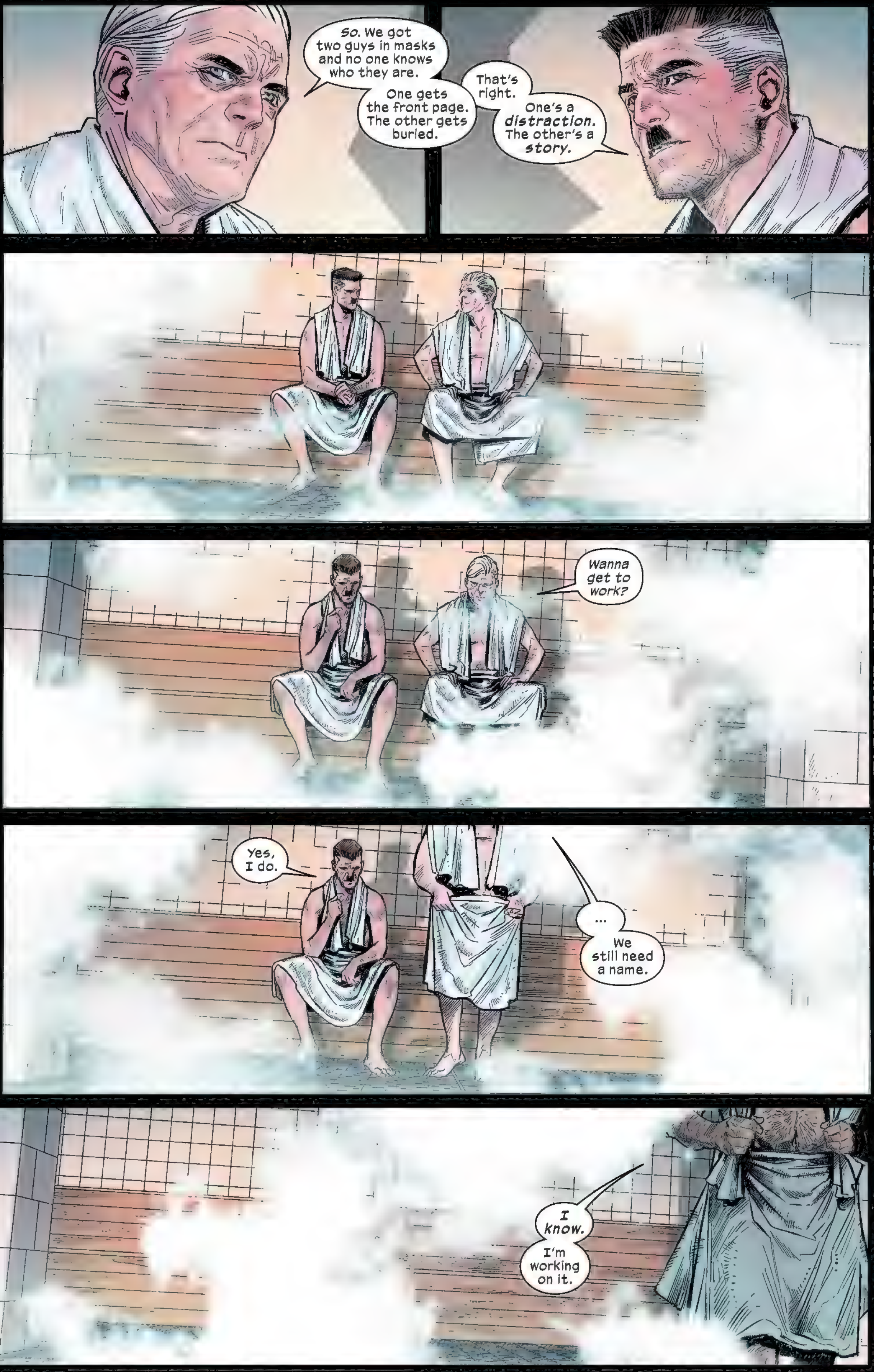

I don't want to be dramatic or anything...
But over the past few weeks, I've changed. *A lot.*
Along with an increased appetite (seriously, I'm eating like 10,000 calories a day) and a decreased need for sleep, I've become--*and I honestly don't know how else to describe it beyond being, well*--sticky.
And that's not all...
I'm also *strong.*
Really strong.
And I'm super agile. My reaction times and understanding of spatial awareness are off the charts.
But I do have one problem...

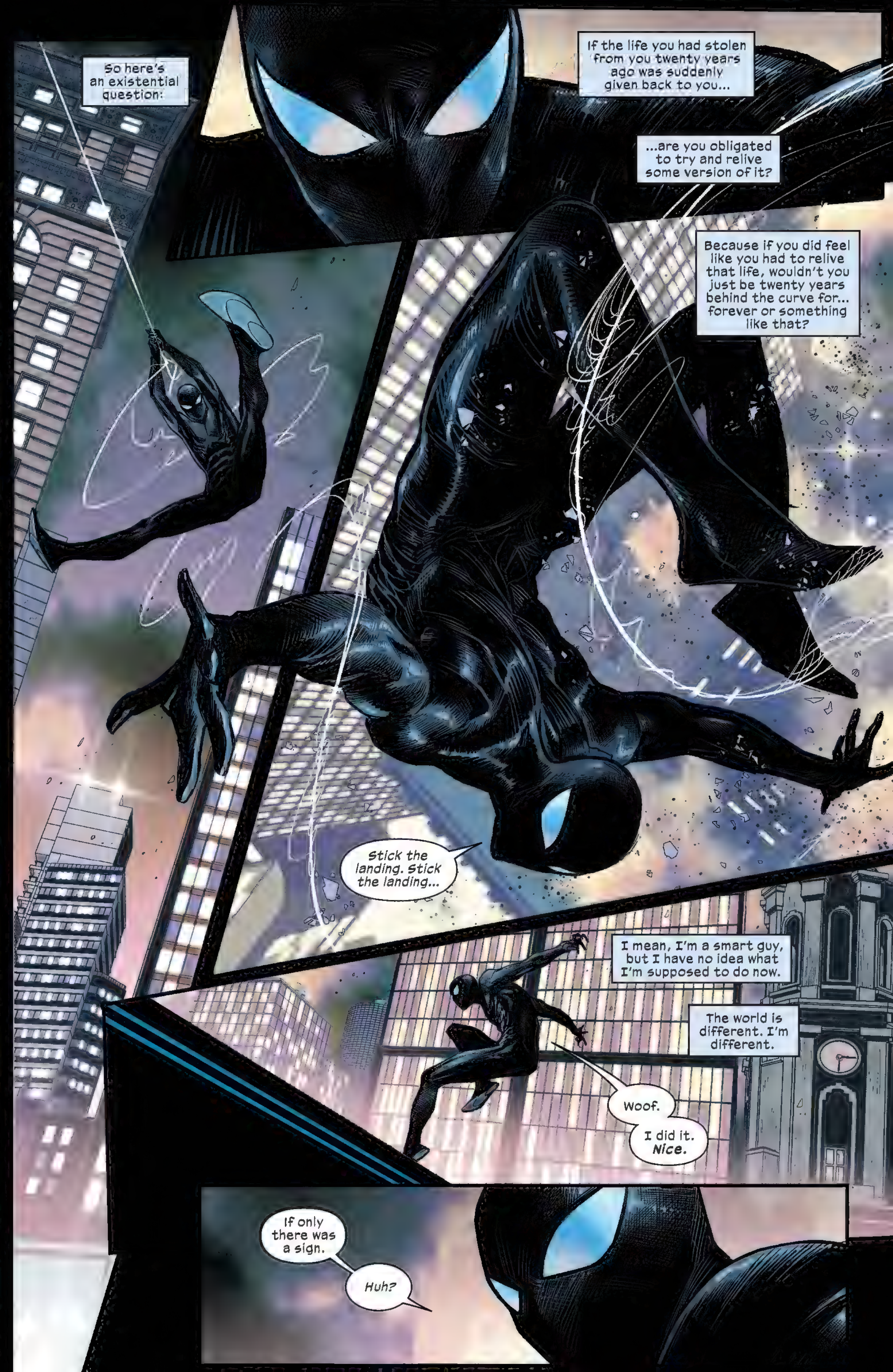

CRASH
After two weeks of practice, I'm still not great at stopping.
Which does have a little something to do with the final change I've noticed about myself:
I can take a *beating.*
A serious beating.
...
Could come in handy.

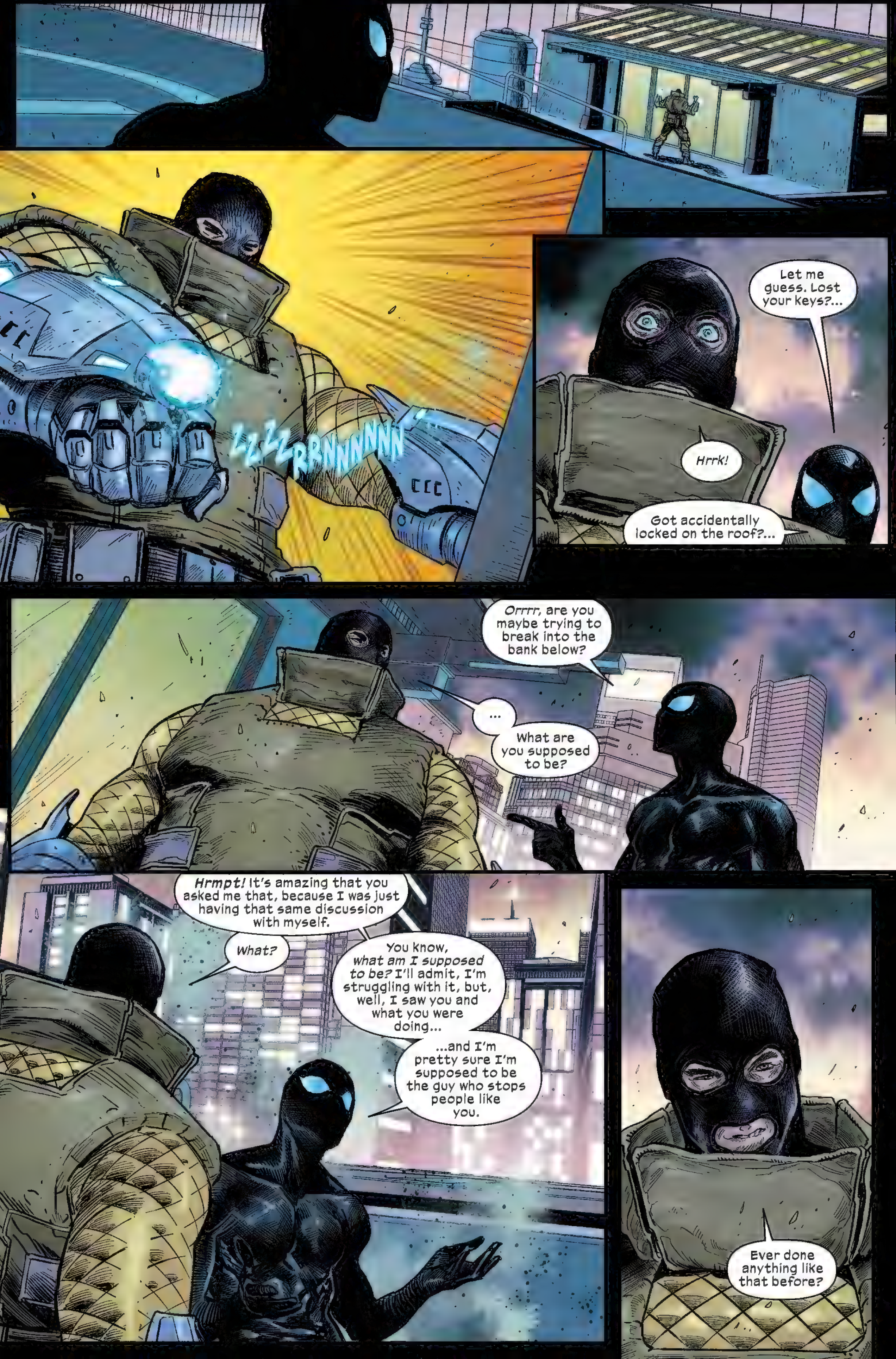

RUSSIAN TURKISH BATHS SINCE 1918
You wanna hear something crazy, Ben?
Hmmm?
I was thinking about it, and I've had a cup of coffee for breakfast every day for the past... *has to be,* twenty-five years.
Yeah?
Yeah. No apple juice--
No orange juice. No plain glass of water. And nothing to eat. Just coffee. For twenty-five years.
Sure. Because you're not five.
Do you think it's possible-- *is there any chance--* that it's bad for me?
If I say yes, are you going to stop?
Of course not.
Then no, Jonah, I don't think it's bad for you.
I knew it.
So, I think I've got something...

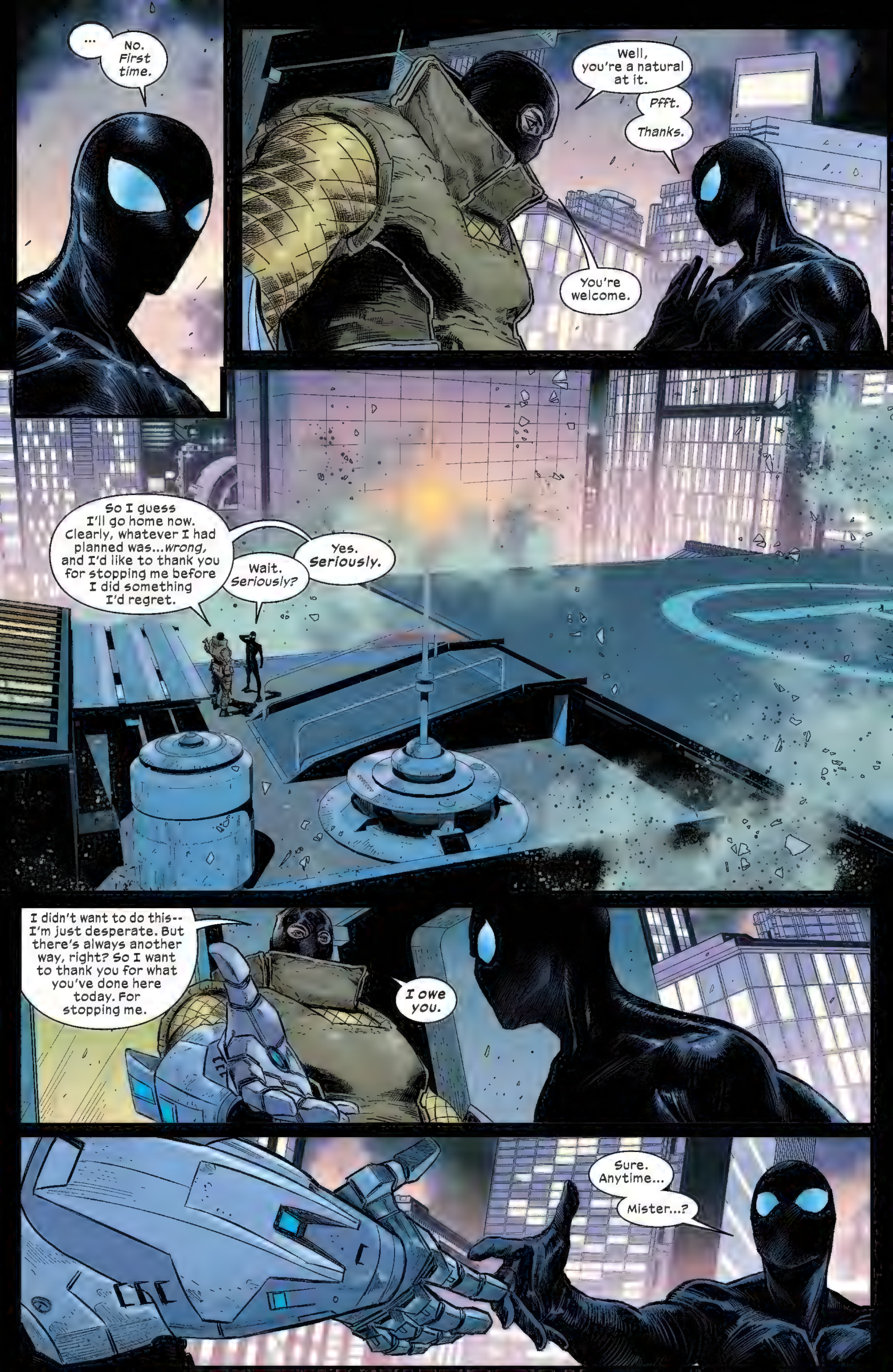

Yeah?
There was another attempt on Fisk last night.
Go on...
This time, it came from *inside* the building.
They say that place is like a black hole. Nothing escapes it. No light, no sound...
Yeah.
So how'd you manage to hear about it?
Big explosions. Building codes. Someone inside lost their nerve-- *hit the panic button.* Whatever. A call went out, and the cops showed up. One of the first responders owed me a favor.
Oh, I do love it when people owe us a favor.
Fisk's security ended up keeping the police away from the actual scene, but they did get into the building and got a look at the security footage.
So that's, what? Three attempts in three weeks?
And it's the same guy?
That we know of.
Unless there is more than one lunatic flying around in green armor blowing stuff up, *yeah.*
Same guy.

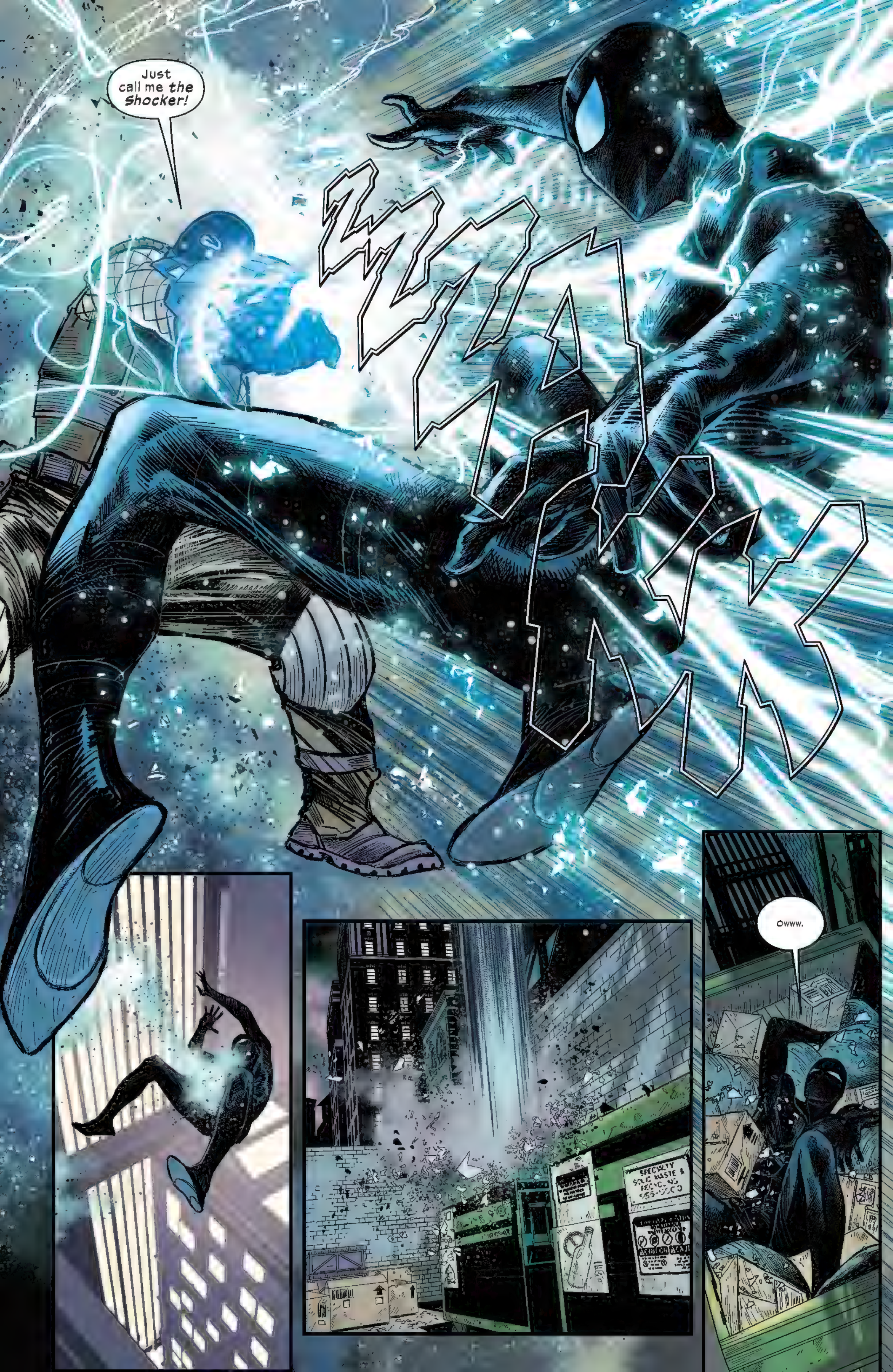

Well. That shows some *serious determination.*
Or a *serious vendetta.*
Think we're gonna read about it in the *Bugle?*
You mean, will the dirty money behind the paper let the paper do a story about the dirty goings-on of said dirty money?
I tell ya, I'm shocked, Ben. Shocked to report there's no reporting going on here.
You see what they did run today?
A weirdo in a black suit swinging through the city? Yeah, I saw it.
Helluva picture by Peter, by the way.
Yeah.
So why didn't he give it to us?
Because, technically, we're not open yet.
There's also the small matter of him not working for us.
And he never will if he keeps that up.

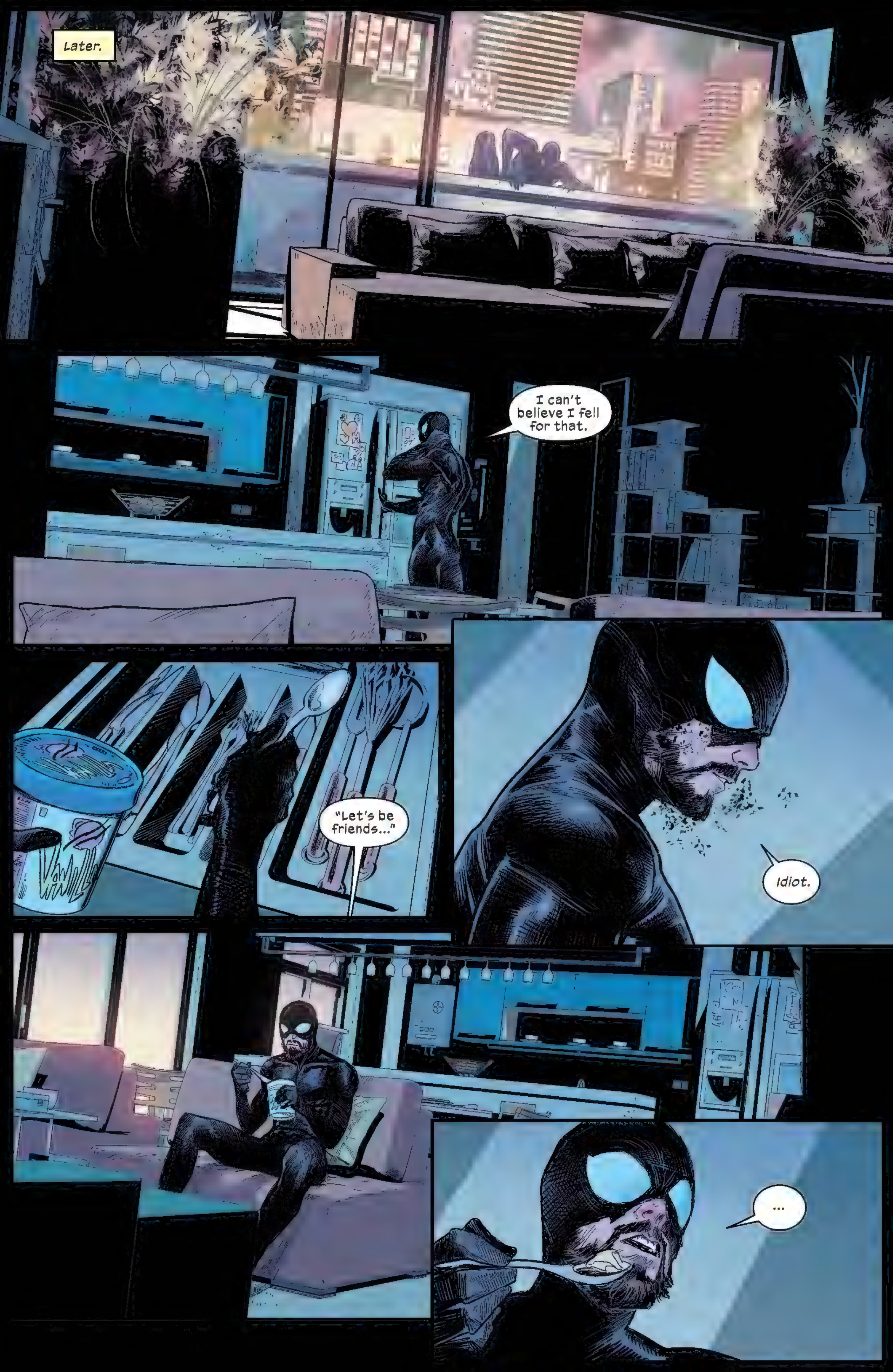

So. We got two guys in masks and no one knows who they are.
One gets the front page. The other gets buried.
That's right.
One's a *distraction.* The other's a *story.*
Wanna get to work?
Yes, I do.
...
We still need a name.
I know.
I'm working on it.

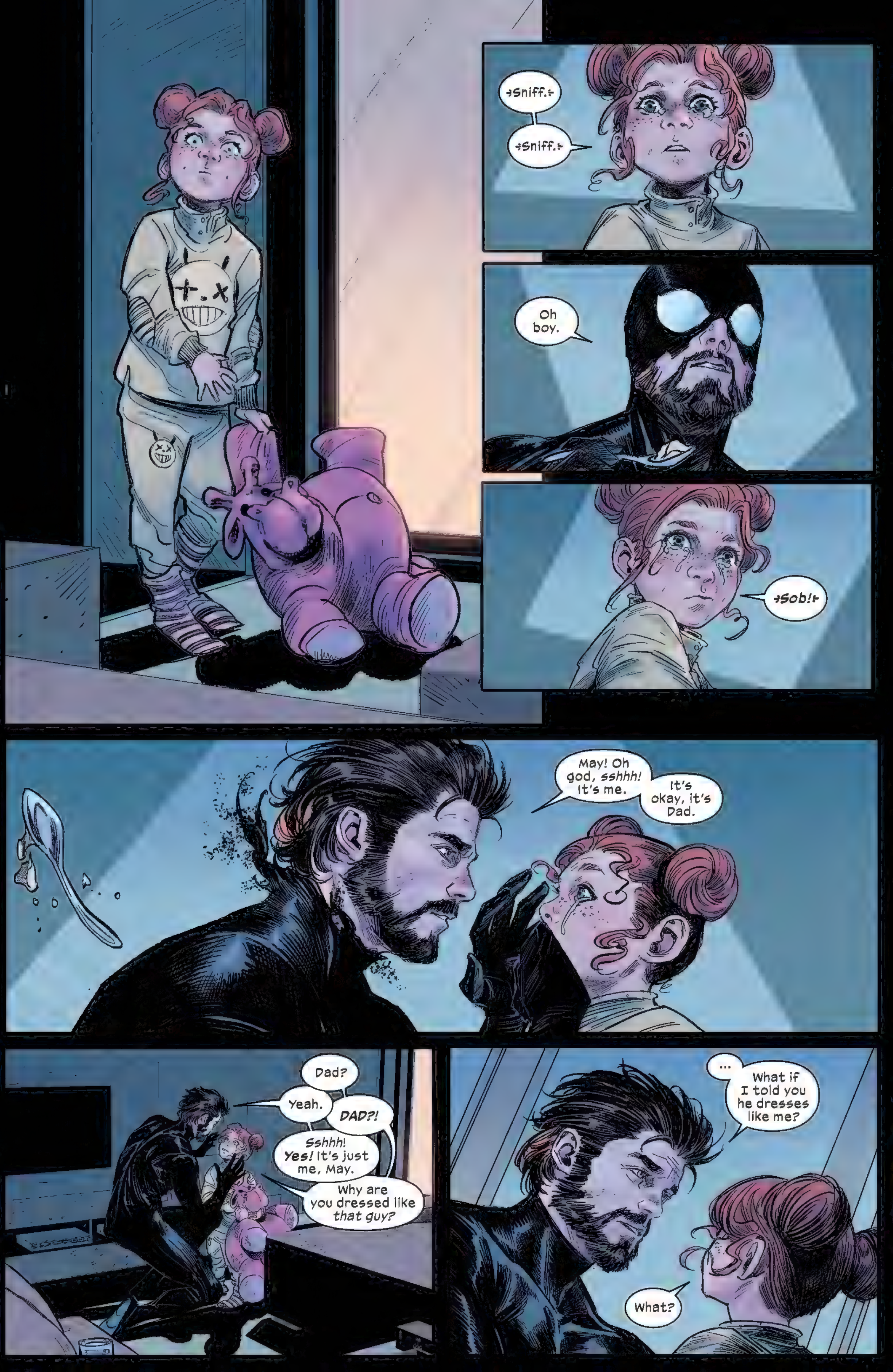

So here's an existential question:
If the life you had stolen from you twenty years ago was suddenly given back to you...
...are you obligated to try and relive some version of it?
Because if you did feel like you had to relive that life, wouldn't you just be twenty years behind the curve for... forever or something like that?
Stick the landing. Stick the landing...
I mean, I'm a smart guy, but I have no idea what I'm supposed to do now.
The world is different. I'm different.
Woof.
I did it. *Nice.*
If only there was a sign.
Huh?

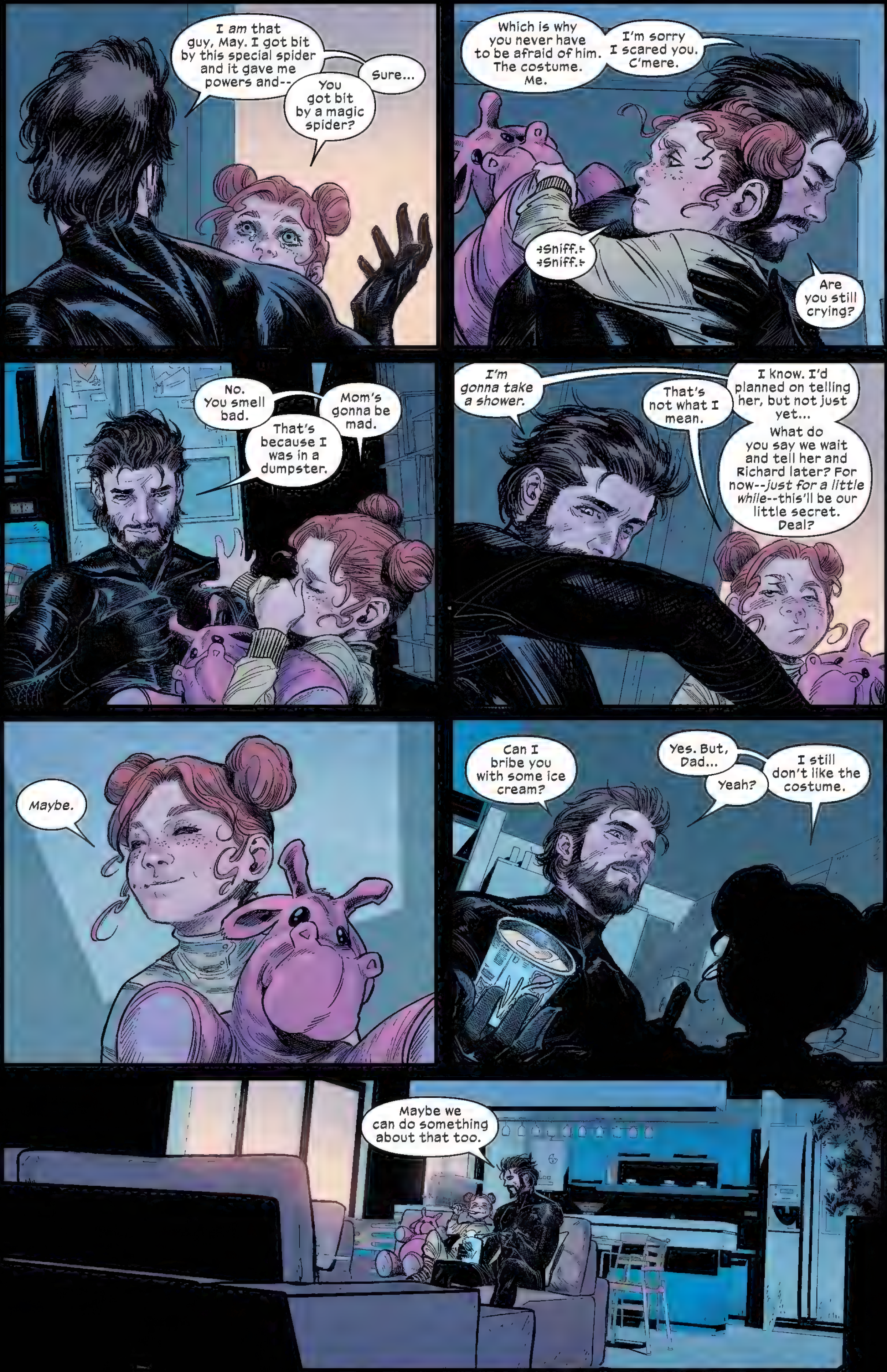

ZZZZRRNNNNNN
Let me guess. Lost your keys?...
Hrrk!
Got accidentally locked on the roof?...
Orrrr, are you maybe trying to break into the bank below?
...
What are you supposed to be?
Hrmpt! It's amazing that you asked me that, because I was just having that same discussion with myself.
What?
You know, what am I supposed to be? I'll admit, I'm struggling with it, but, well, I saw you and what you were doing...
...and I'm pretty sure I'm supposed to be the guy who stops people like you.
Ever done anything like that before?

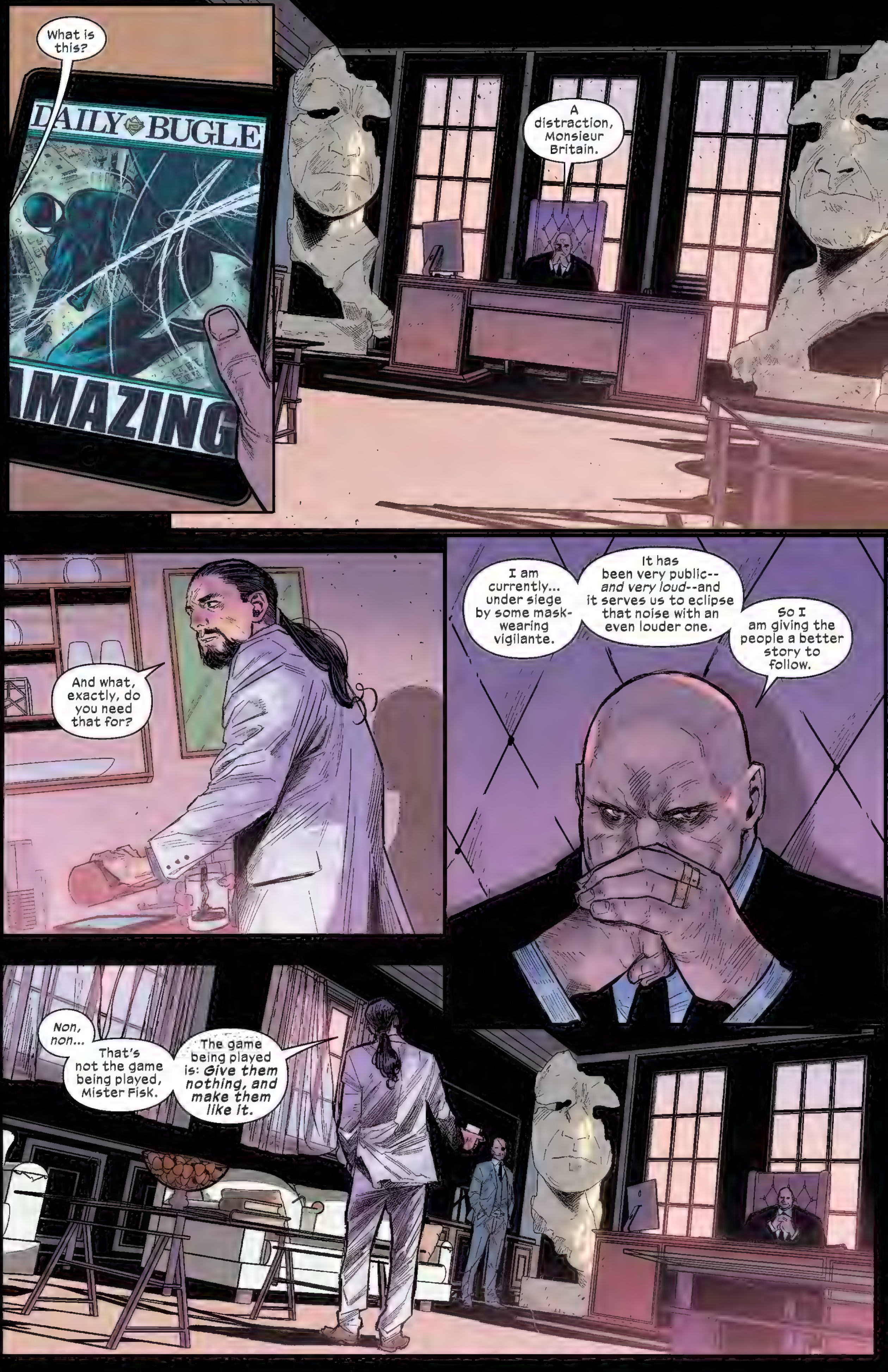

... No. *First* time.
Well, you're a natural at it.
Pfft.
Thanks.
You're welcome.
So I guess I'll go home now. Clearly, whatever I had planned was...*wrong,* and I'd like to thank you for stopping me before I did something I'd regret.
Wait. *Seriously?*
Yes. **Seriously.**
I didn't want to do this-- I'm just desperate. But there's always another way, right? So I want to thank you for what you've done here today. For stopping me.
I owe you.
Sure. Anytime...
Mister...?

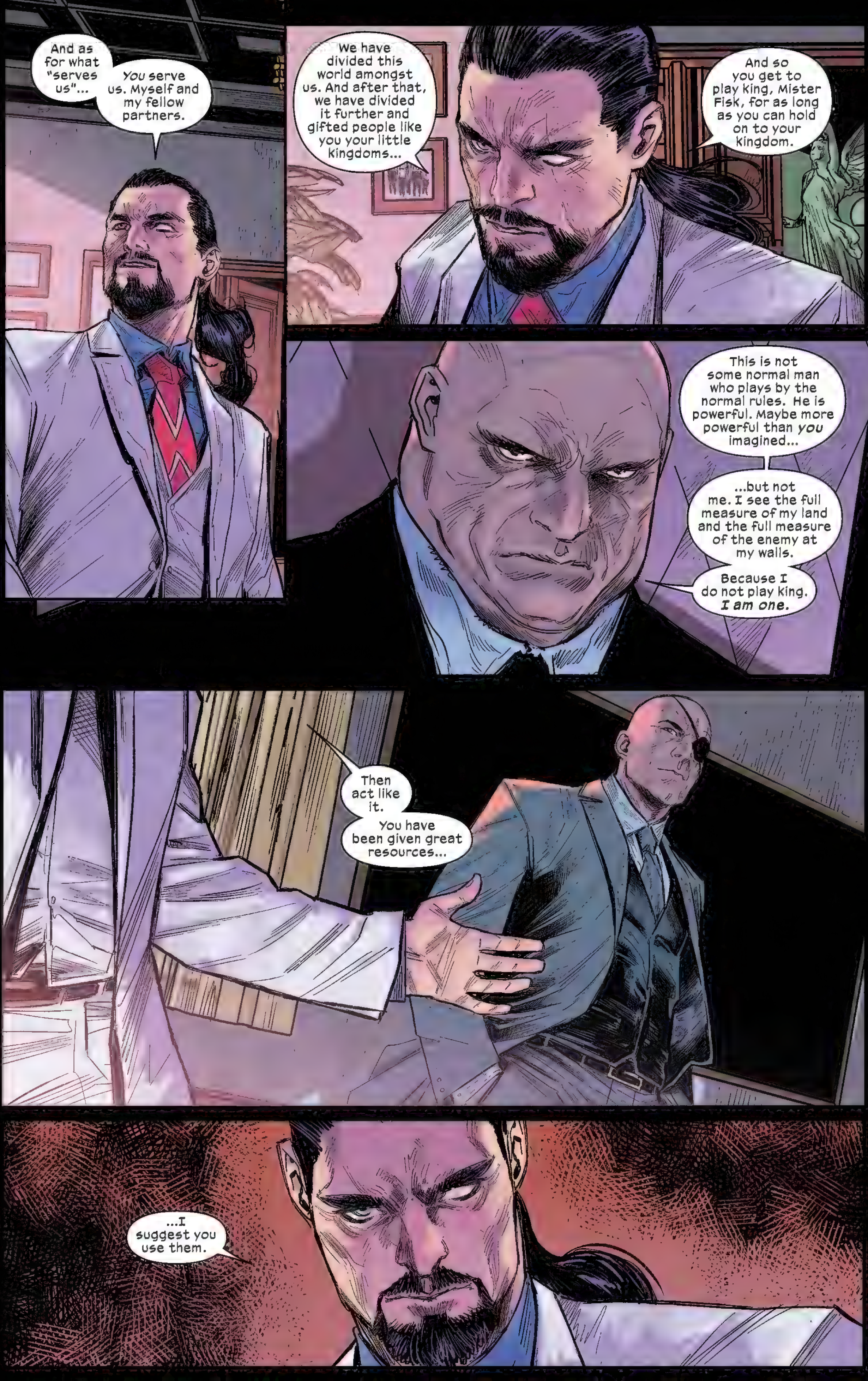

Just call me the *Shocker!*
ZZAAKK
Owww.

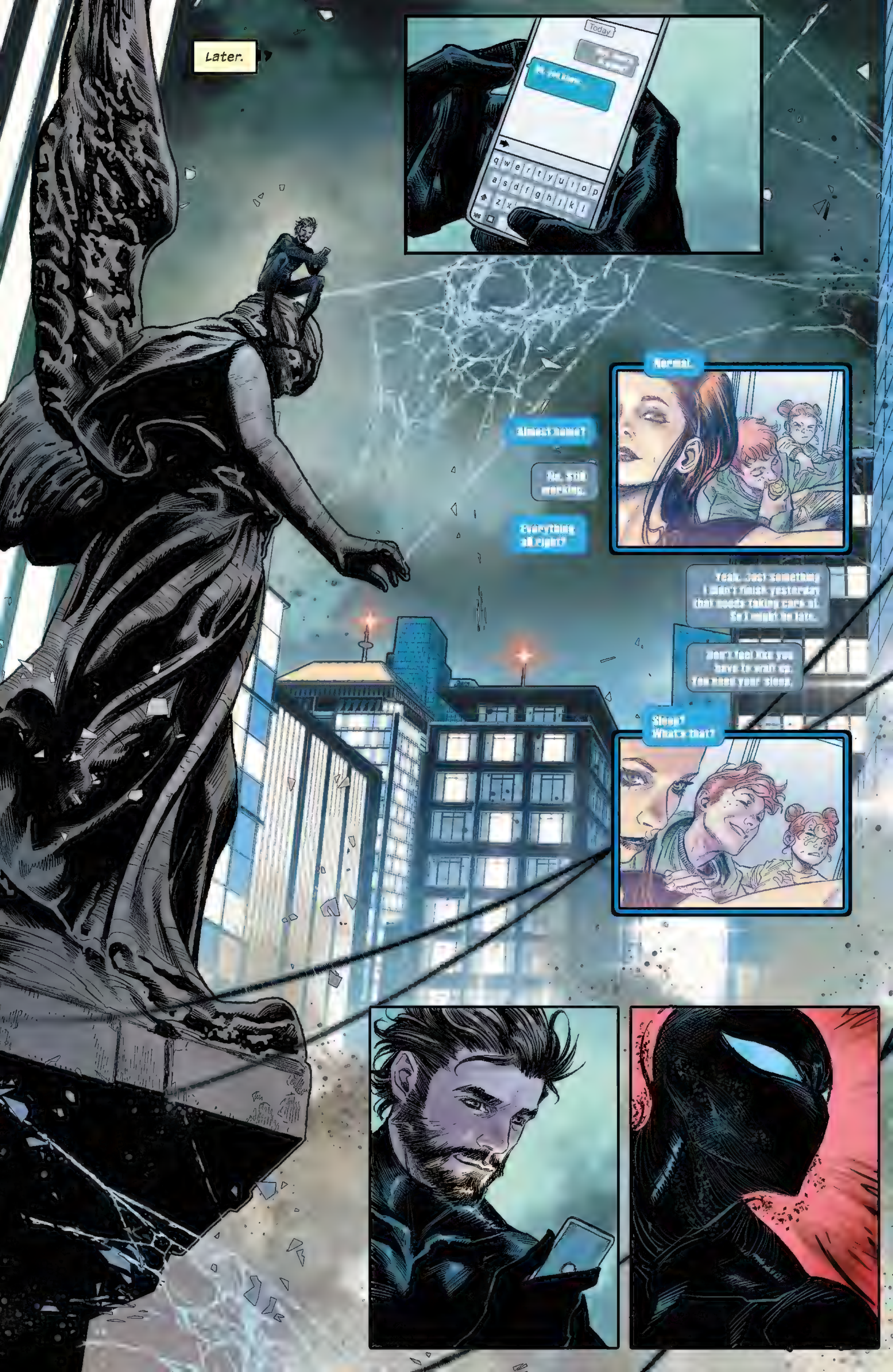

Later.
I can't believe I fell for that.
"Let's be friends..."
Idiot.
...

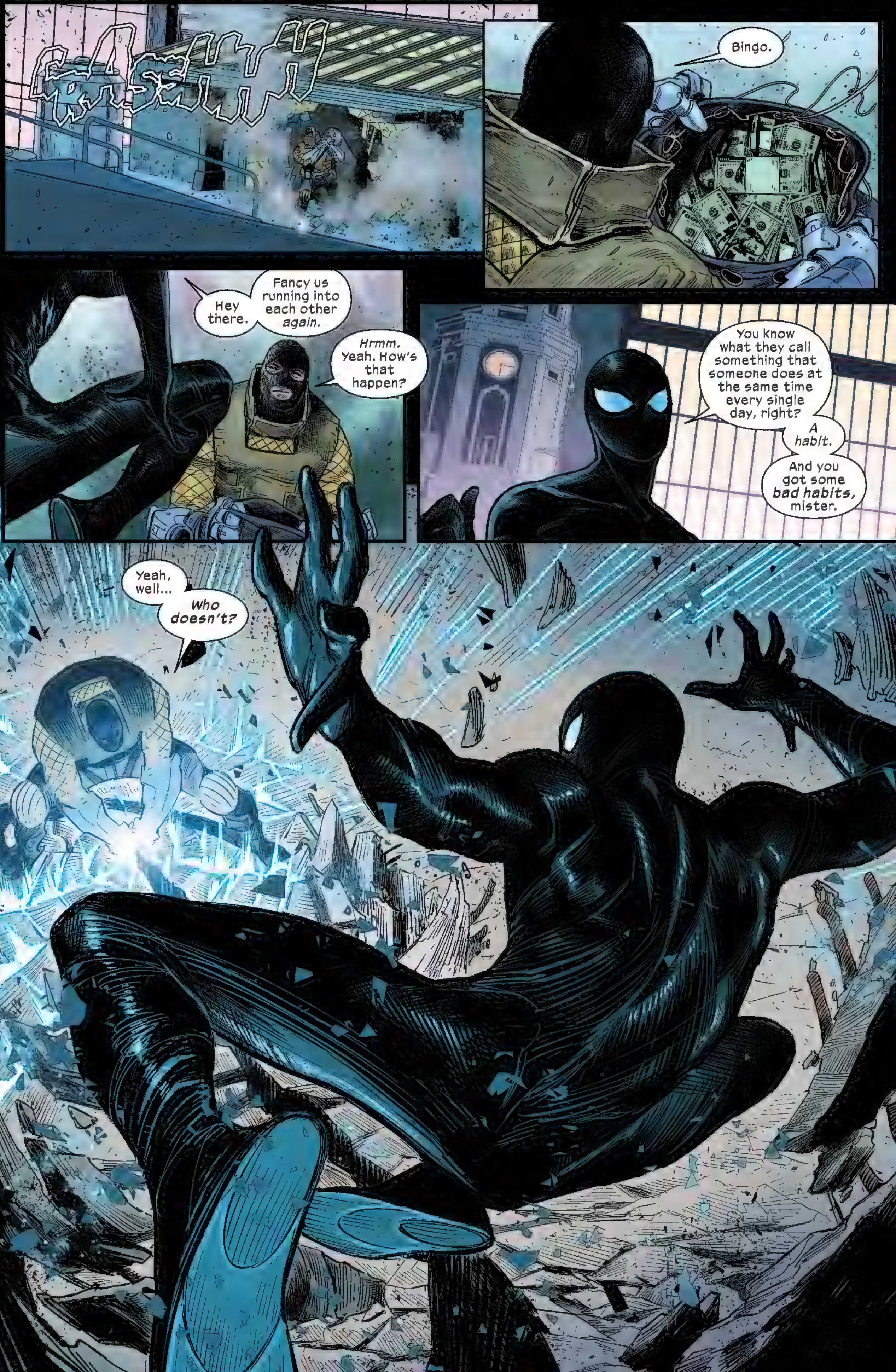

Sniff.
Sniff.
Oh boy.
Sob!
May! Oh god, *sshhh!* It's me.
It's okay, it's Dad.
Dad?
Yeah.
DAD?!
Sshhh! ***Yes!*** It's just me, May.
Why are you dressed like *that guy?*
... What if I told you he dresses like me?
What?

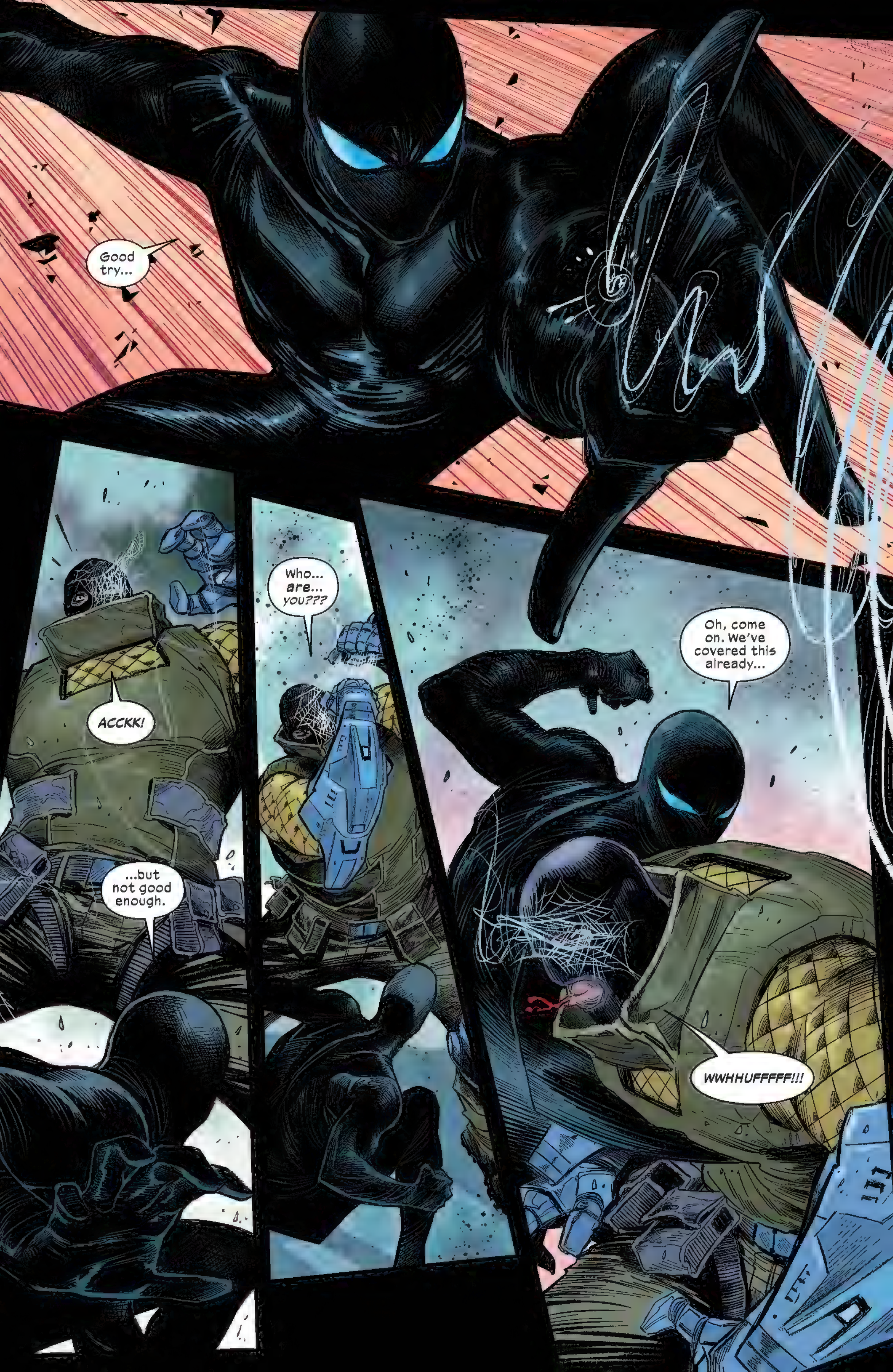

I *am* that guy, May. I got bit by this special spider and it gave me powers and--
Sure...
You got bit by a magic spider?
Which is why you never have to be afraid of him. The costume. Me.
I'm sorry I scared you. C'mere.
‹Sniff.› ‹Sniff.›
Are you still crying?
No. You smell bad.
Mom's gonna be mad.
That's because I was in a dumpster.
I'm gonna take a shower.
That's not what I mean.
I know. I'd planned on telling her, but not just yet... What do you say we wait and tell her and Richard later? For now--*just for a little while*--this'll be our little secret. Deal?
Maybe.
Can I bribe you with some ice cream?
Yes. But, Dad...
Yeah?
I still don't like the costume.
Maybe we can do something about that too.

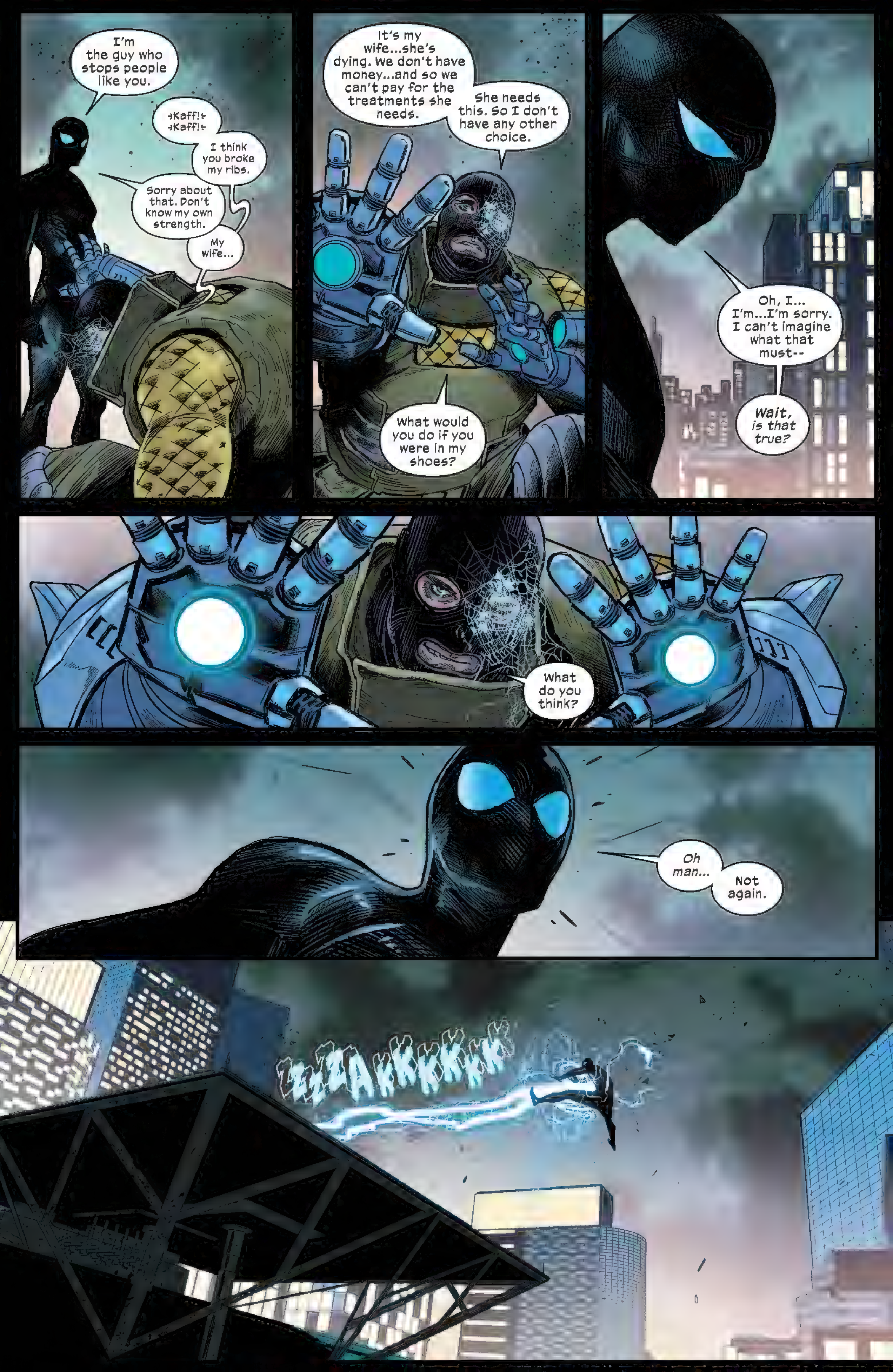

What is this?
DAILY BUGLE
AMAZING
A distraction, Monsieur Britain.
And what, exactly, do you need that for?
I am currently... under siege by some mask-wearing vigilante.
It has been very public-- *and very loud*--and it serves us to eclipse that noise with an even louder one.
So I am giving the people a better story to follow.
Non, non...
That's not the game being played, Mister Fisk.
The game being played is: *Give them nothing, and make them like it.*

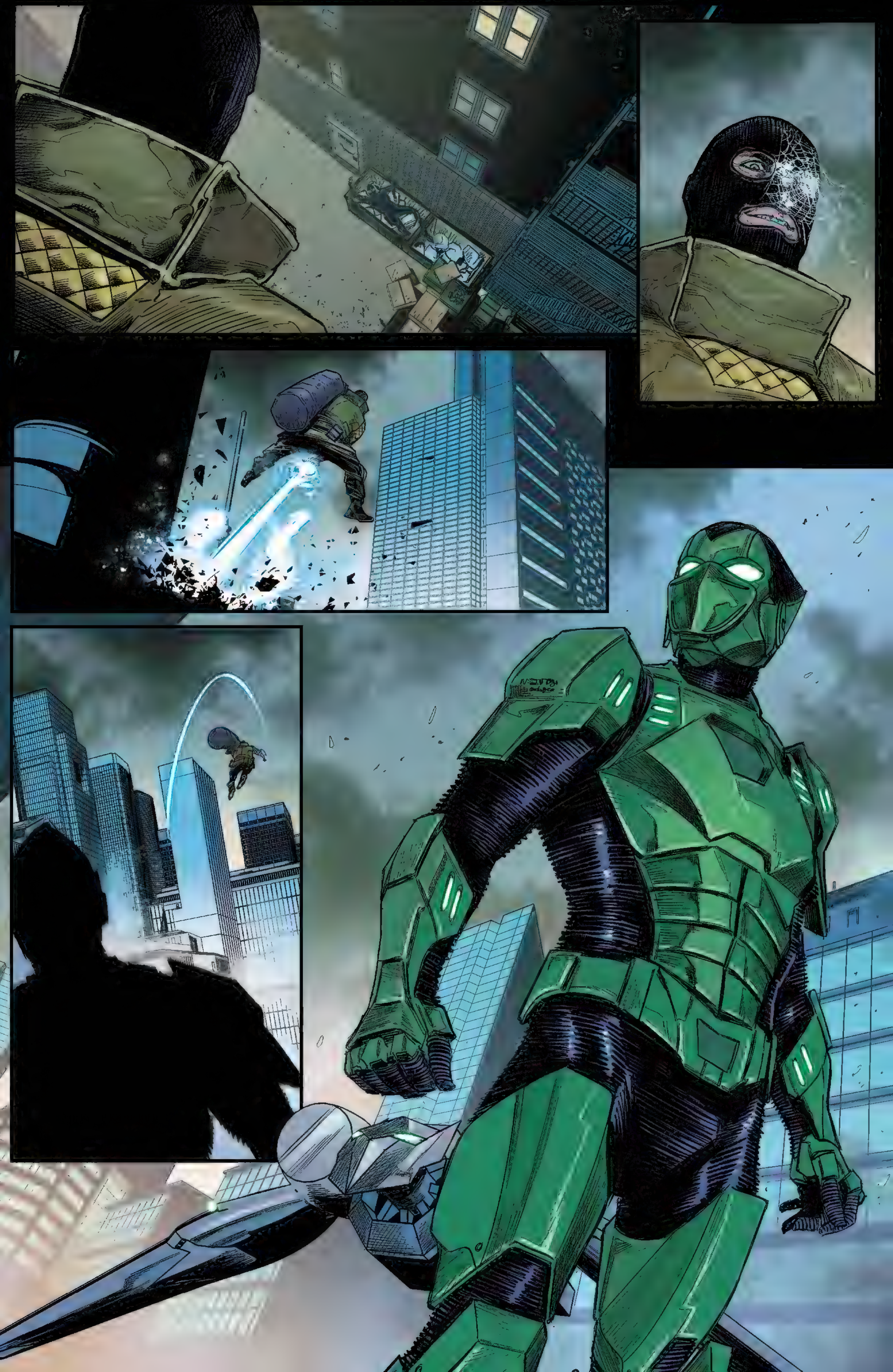

And as for what "serves us"...
You serve us. Myself and my fellow partners.
We have divided this world amongst us. And after that, we have divided it further and gifted people like you your little kingdoms...
And so you get to play king, Mister Fisk, for as long as you can hold on to your kingdom.
This is not some normal man who plays by the normal rules. He is powerful. Maybe more powerful than *you* imagined...
...but not me. I see the full measure of my land and the full measure of the enemy at my walls.
Because I do not play king. ***I am one.***
Then act like it.
You have been given great resources...
...I suggest you use them.

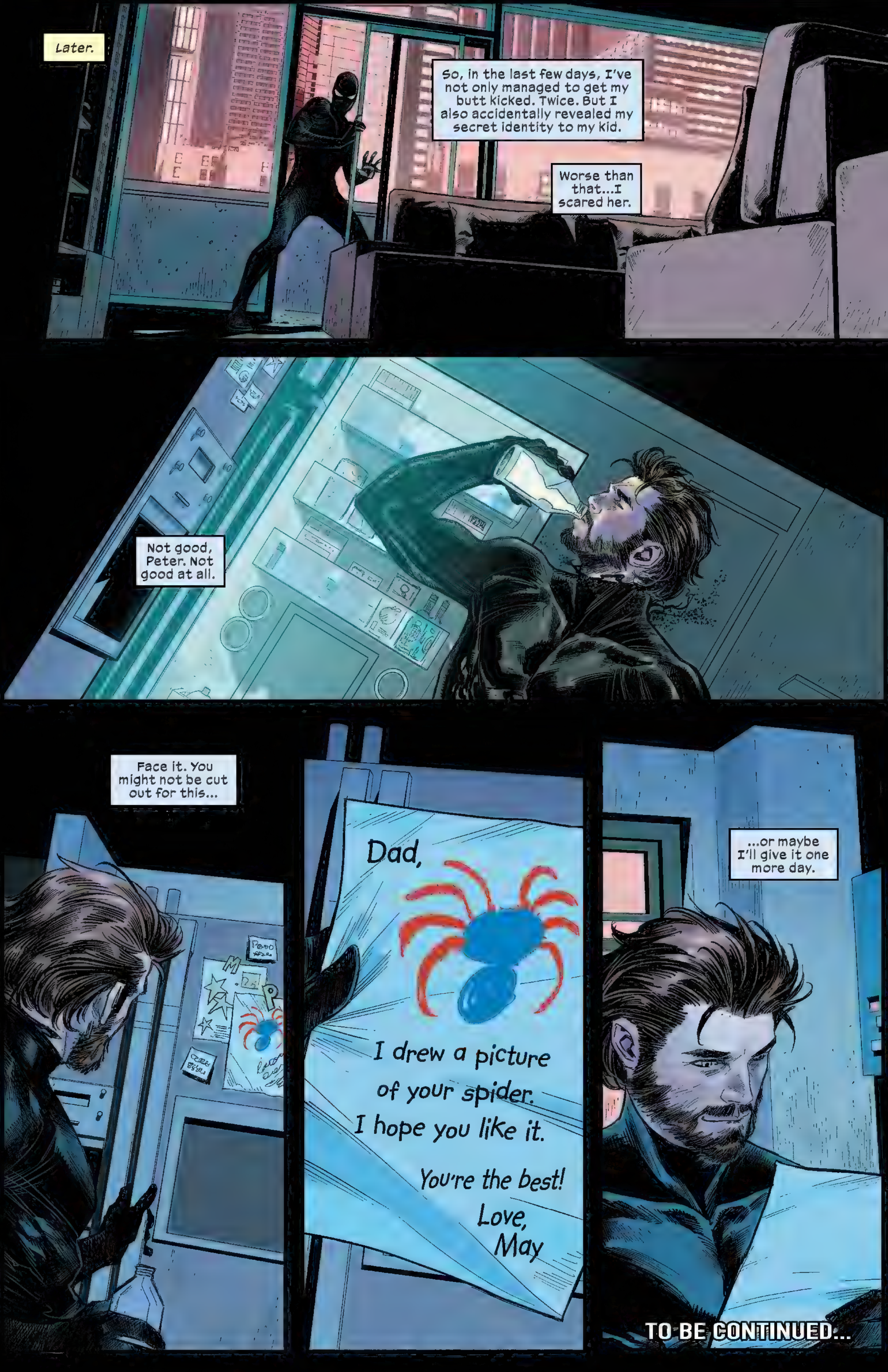

Later.
Today
Normal.
Almost home?
No, still working.
Everything all right?
Yeah. Just something I didn't finish yesterday that needs taking care of. So I might be late.
Don't feel like you have to wait up. You need your sleep.
Sleep? What's that?


Bingo.
Hey there.
Fancy us running into each other *again.*
Hrmm. Yeah. How's that happen?
You know what they call something that someone does at the same time every single day, right?
A habit.
And you got some *bad habits,* mister.
Yeah, well...
Who doesn't?


Good try...
ACCKK!
...but not good enough.
Who... are... you???
Oh, come on. We've covered this already...
WWHHUFFFFF!!!


I'm the guy who stops people like you.
-Kaff!- -Kaff!-
I think you broke my ribs.
Sorry about that. Don't know my own strength.
My wife...
It's my wife...she's dying. We don't have money...and so we can't pay for the treatments she needs.
She needs this. So I don't have any other choice.
What would you do if you were in my shoes?
Oh, I... I'm...I'm sorry. I can't imagine what that must--
Wait, is that true?
What do you think?
Oh man...
Not again.
ZZZZAKKKKKKK




Later.
So, in the last few days, I've not only managed to get my butt kicked. Twice. But I also accidentally revealed my secret identity to my kid.
Worse than that...I scared her.
Not good, Peter. Not good at all.
Face it. You might not be cut out for this...
Dad,
I drew a picture of your spider. I hope you like it.
You're the best!
Love, May
...or maybe I'll give it one more day.
TO BE CONTINUED...

NEXT

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1

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and establishing a secret council of super villains that rules this world from the shadows. But recently, the Maker was locked away in a place called **THE CITY**, and now **THE MAKER'S COUNCIL** works to further exercise their influence on the world, including **SUNFIRE**, **VIPER** and **SILVER SAMURAI**, who oversee the Eastern territory of **HI NO KUNI**—"The Land of the Sun." There, a young girl named **HISAKO ICHIKI** is about to find her life changed forever...

WRITER & ARTIST: **PEACH MOMOKO**

SCRIPT ADAPTATION: **ZACK DAVISSON**
LETTERER: **VC's TRAVIS LANHAM**

COVER ARTIST: **PEACH MOMOKO**
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ASSISTANT EDITOR: **MICHELLE MARCHESE**
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X-MEN CREATED BY **STAN LEE** & **JACK KIRBY**

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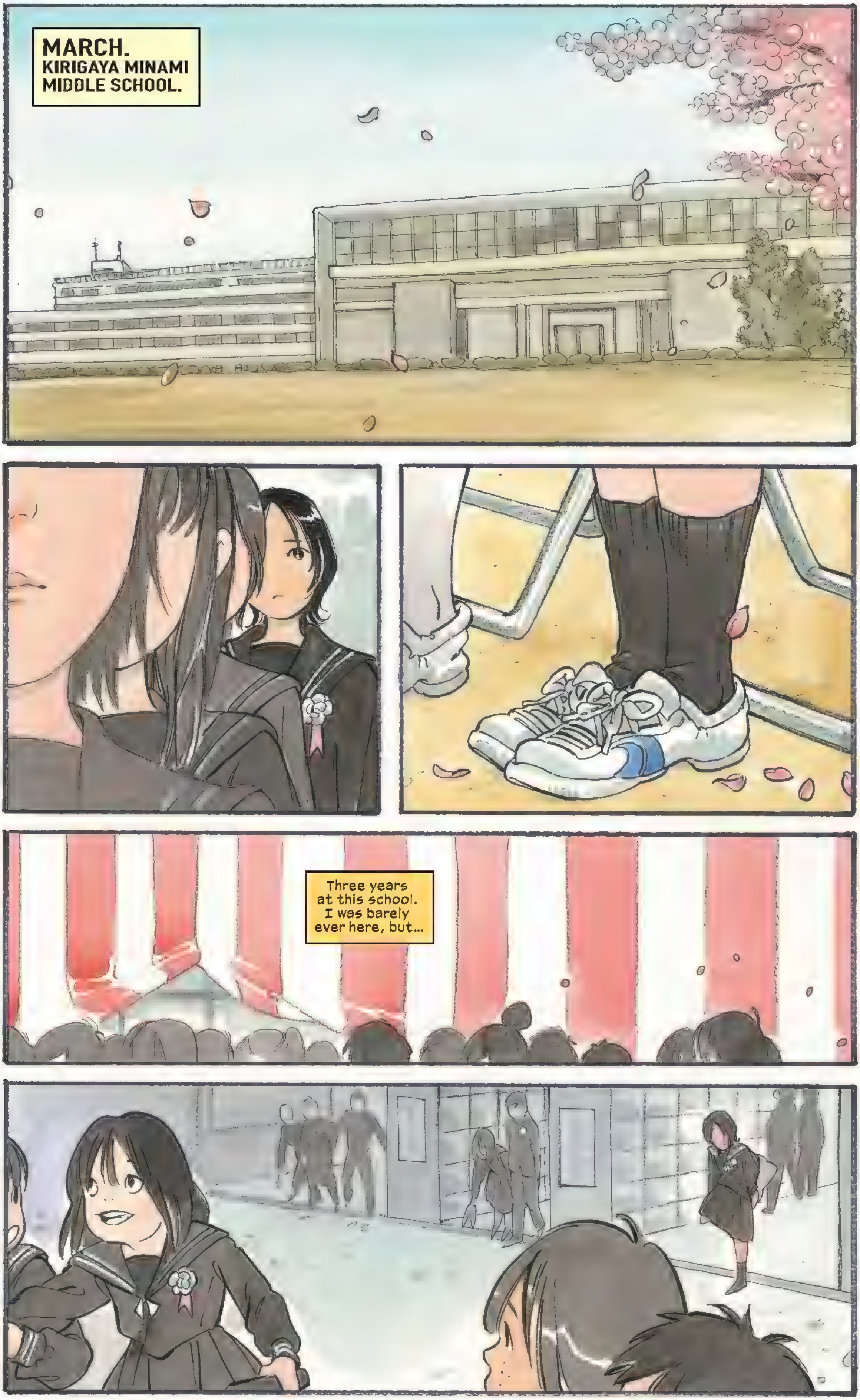
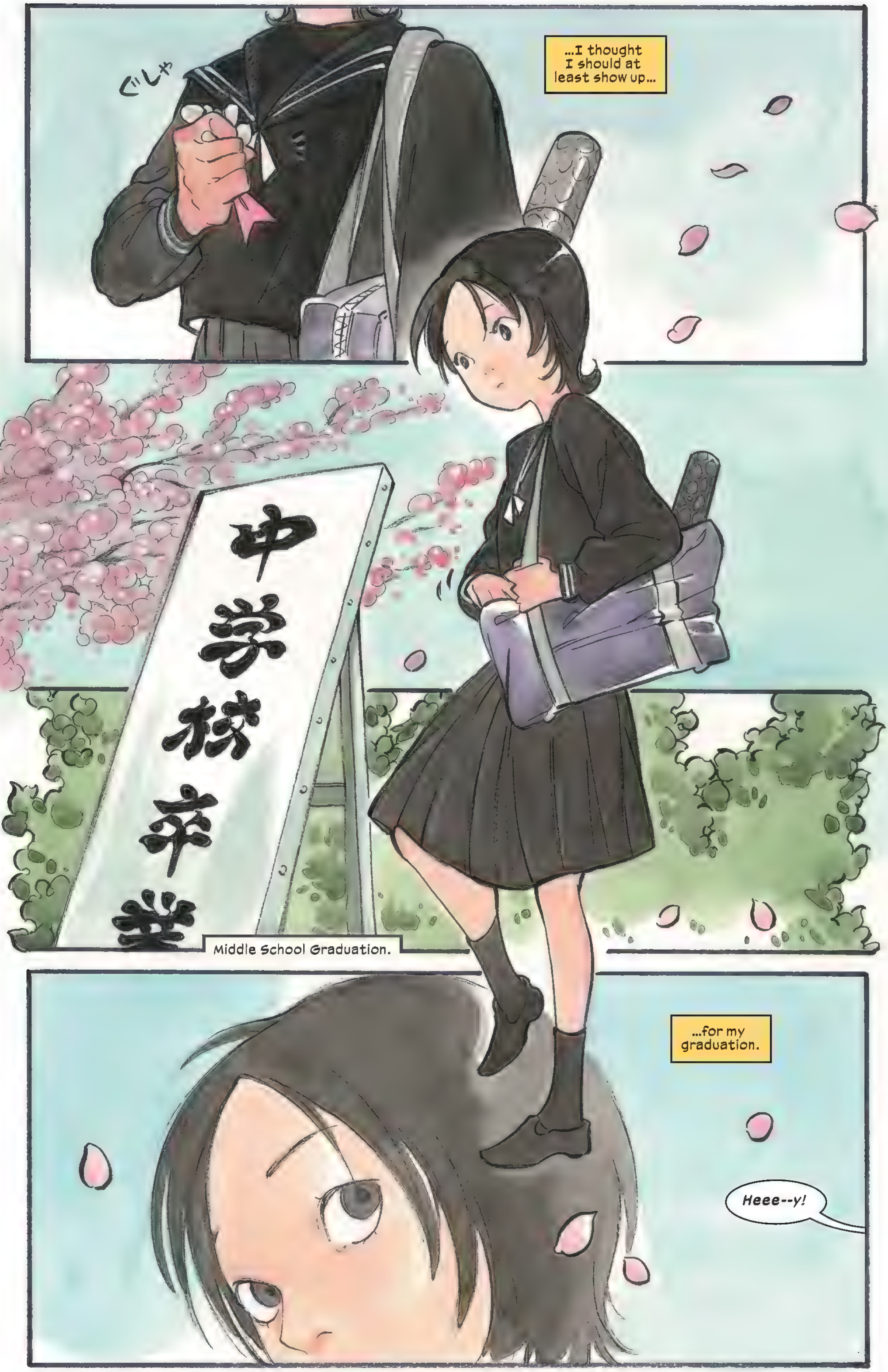
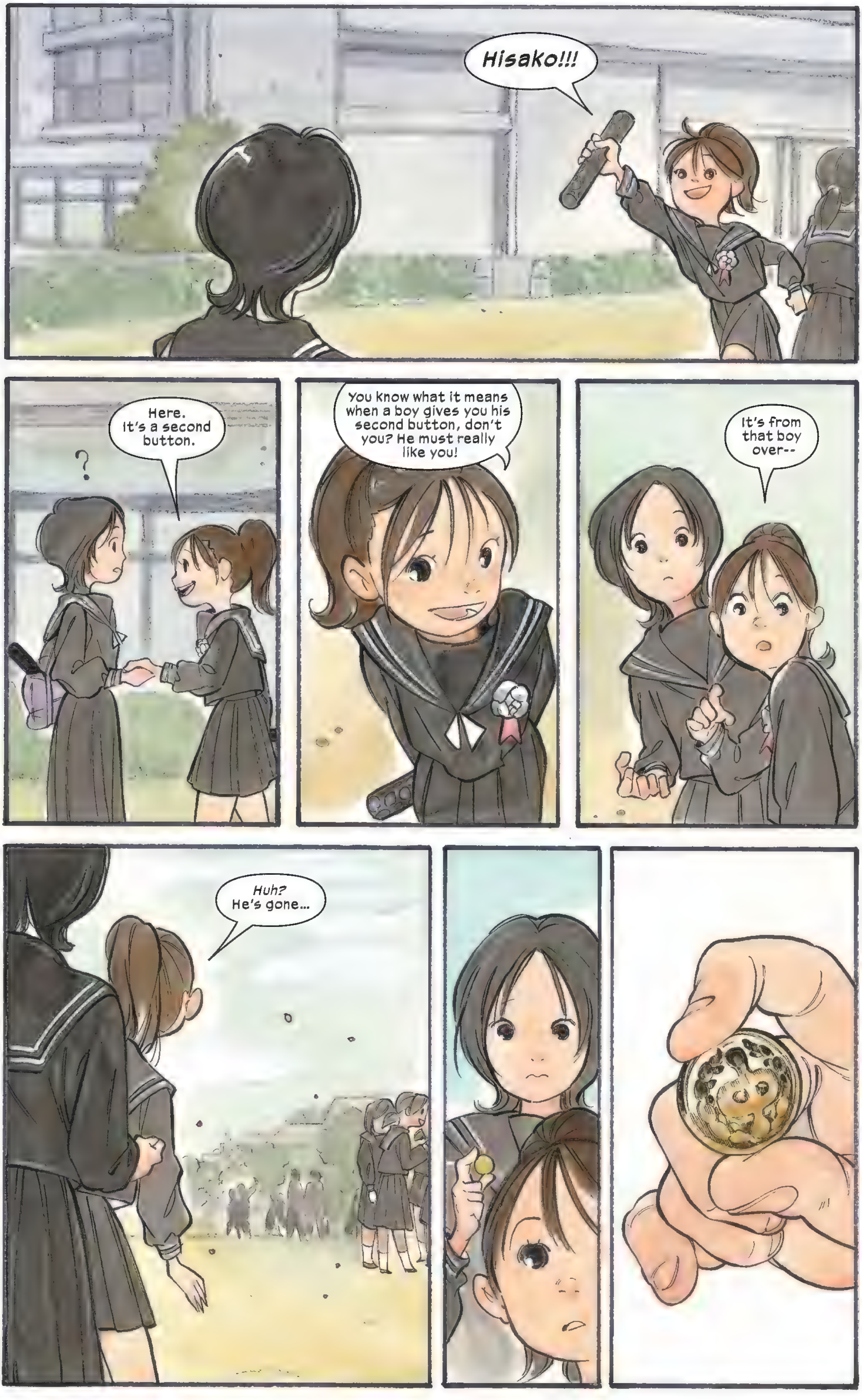
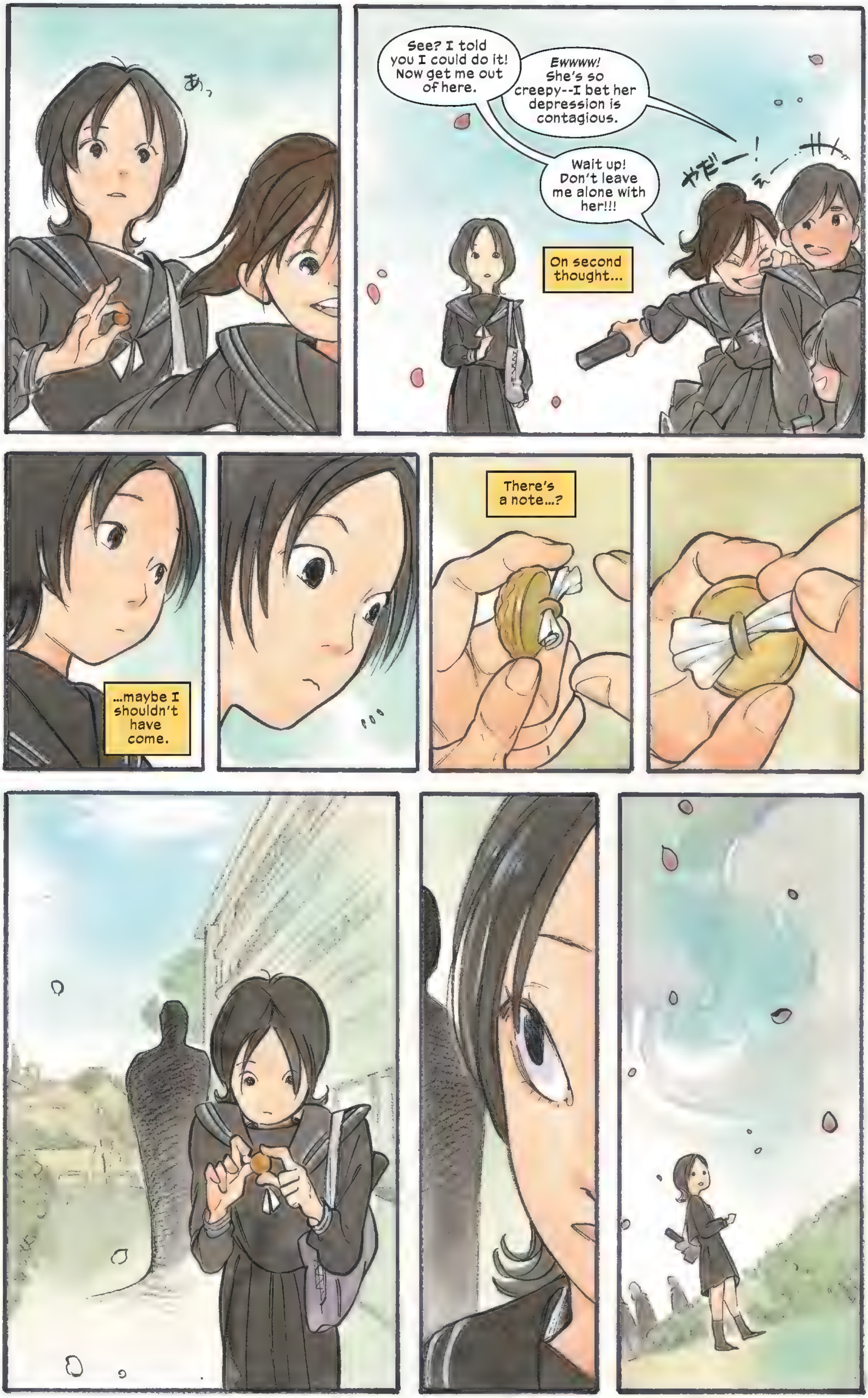
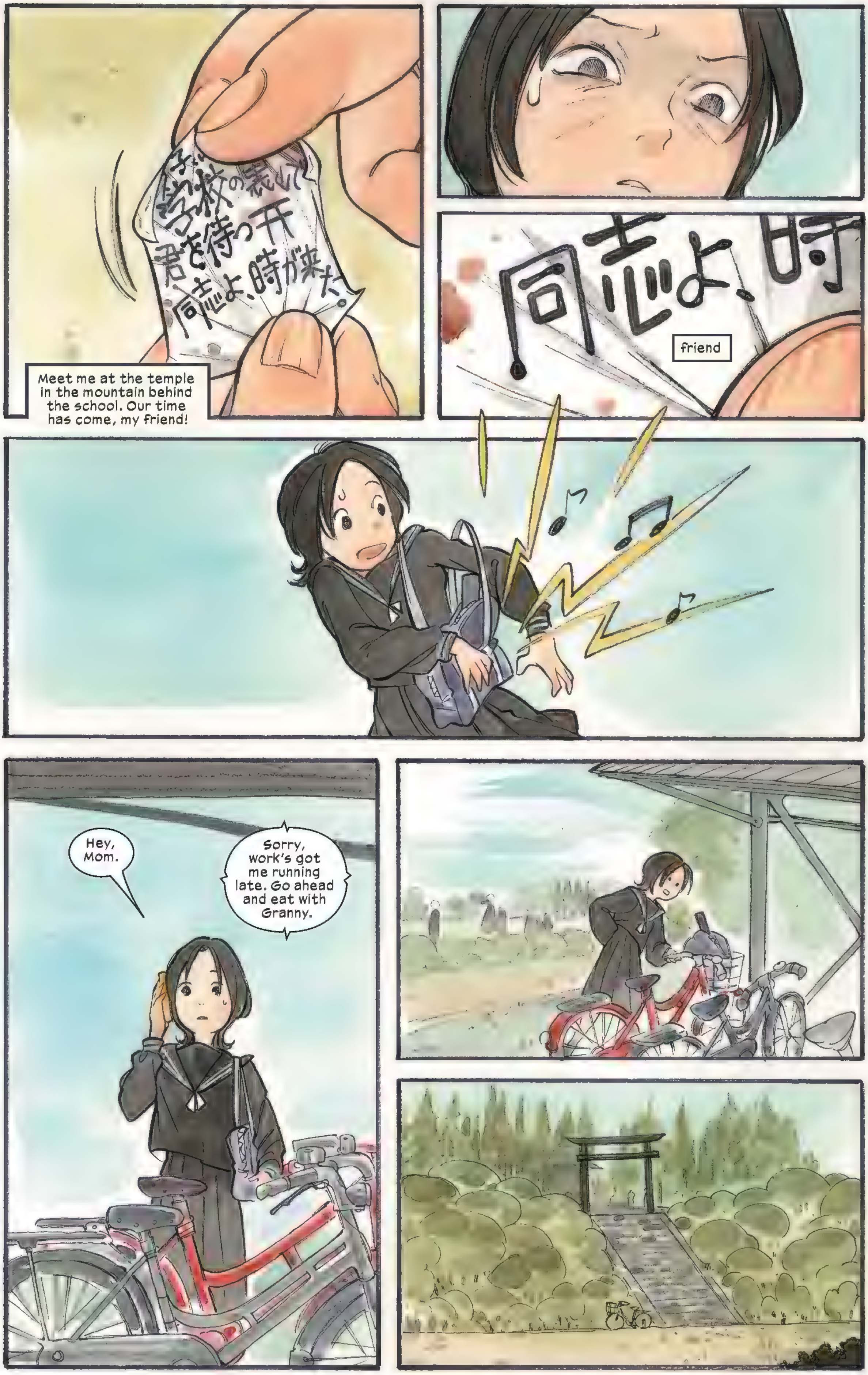
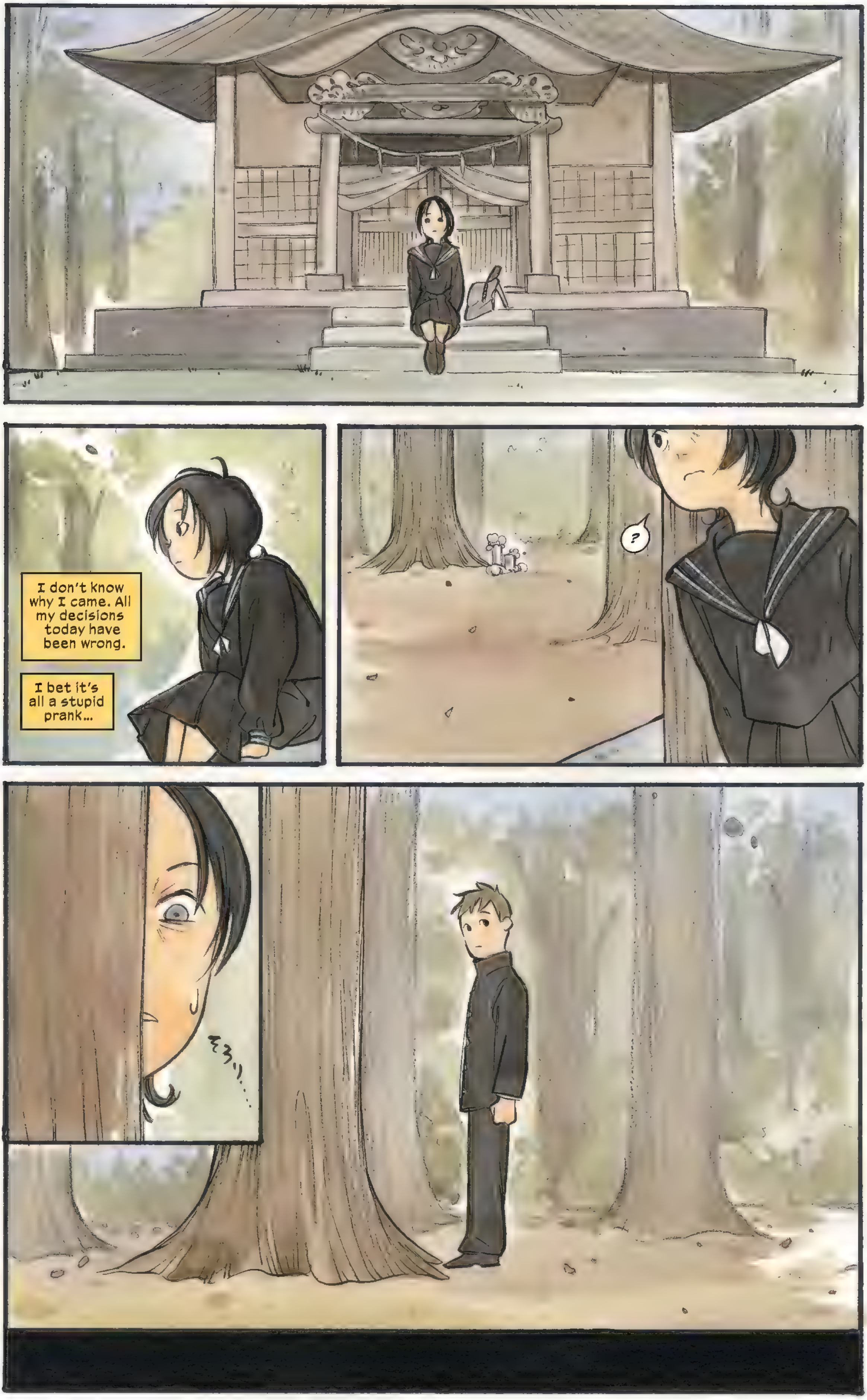

MARCH.
KIRIGAYA MINAMI MIDDLE SCHOOL.
Three years at this school. I was barely ever here, but...

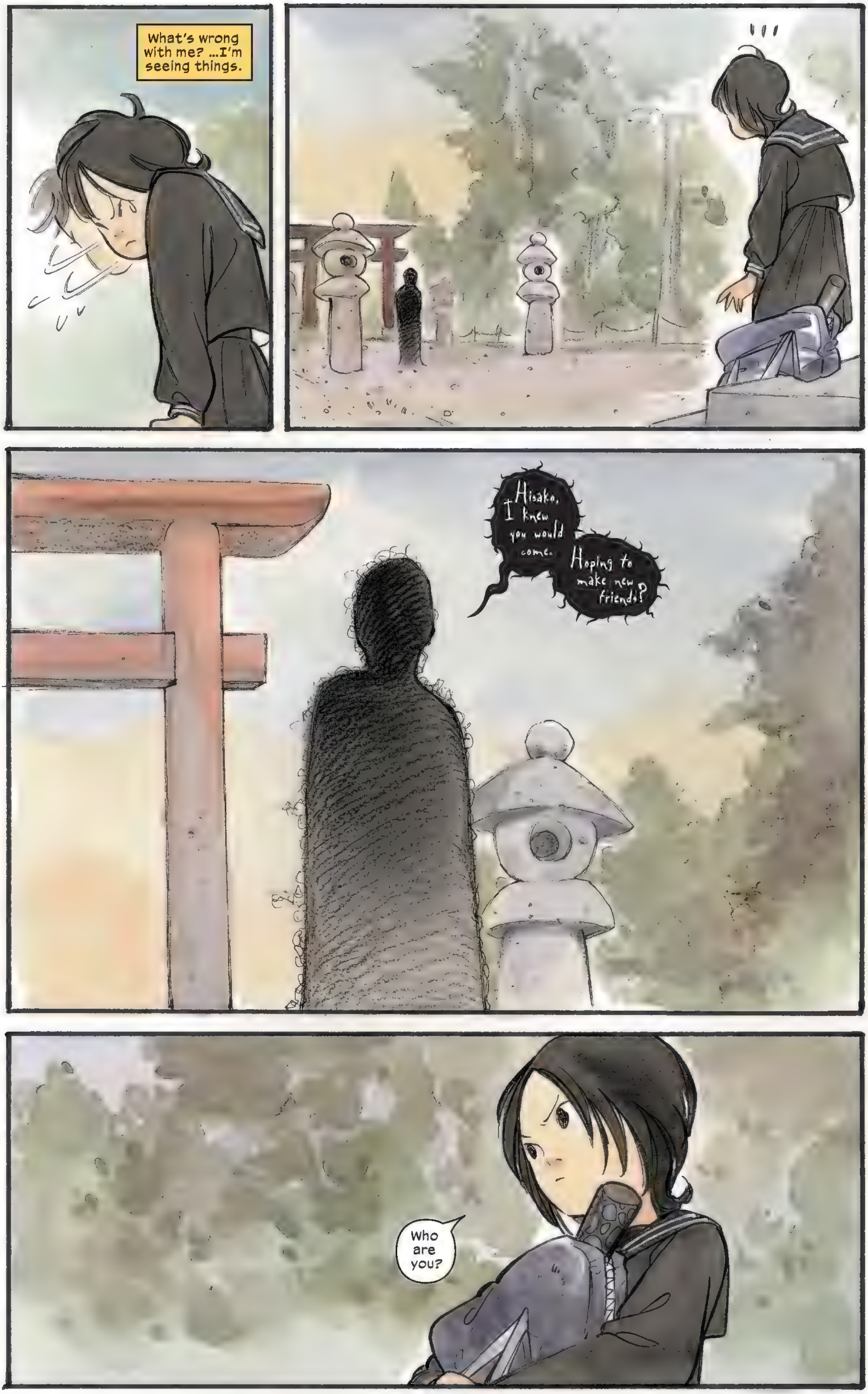

ぐしゃ
...I thought I should at least show up...
中学校卒業
Middle School Graduation.
...for my graduation.
Heee--y!

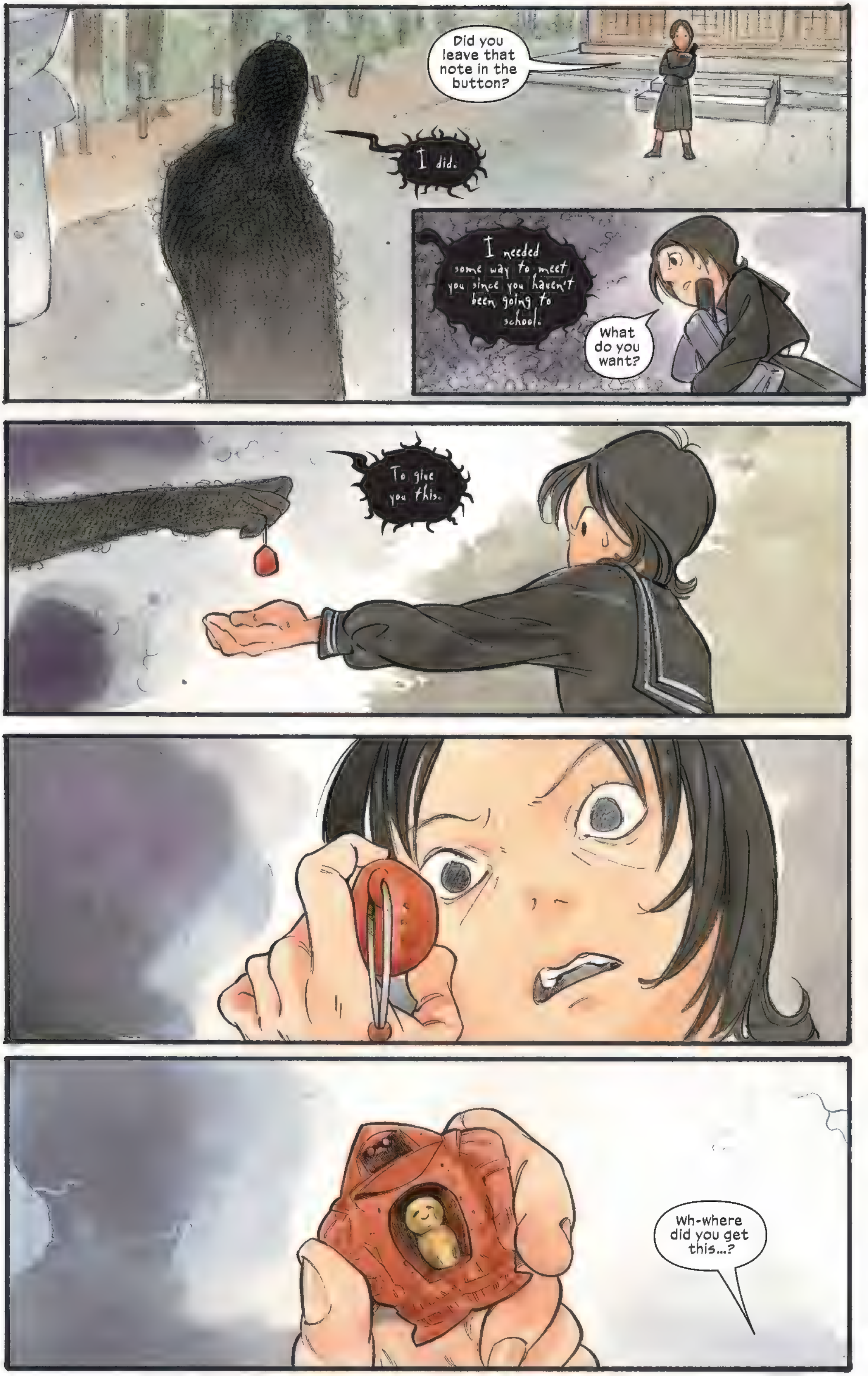

Hisako!!!
?
Here. It's a second button.
You know what it means when a boy gives you his second button, don't you? He must really like you!
It's from that boy over--
Huh? He's gone...

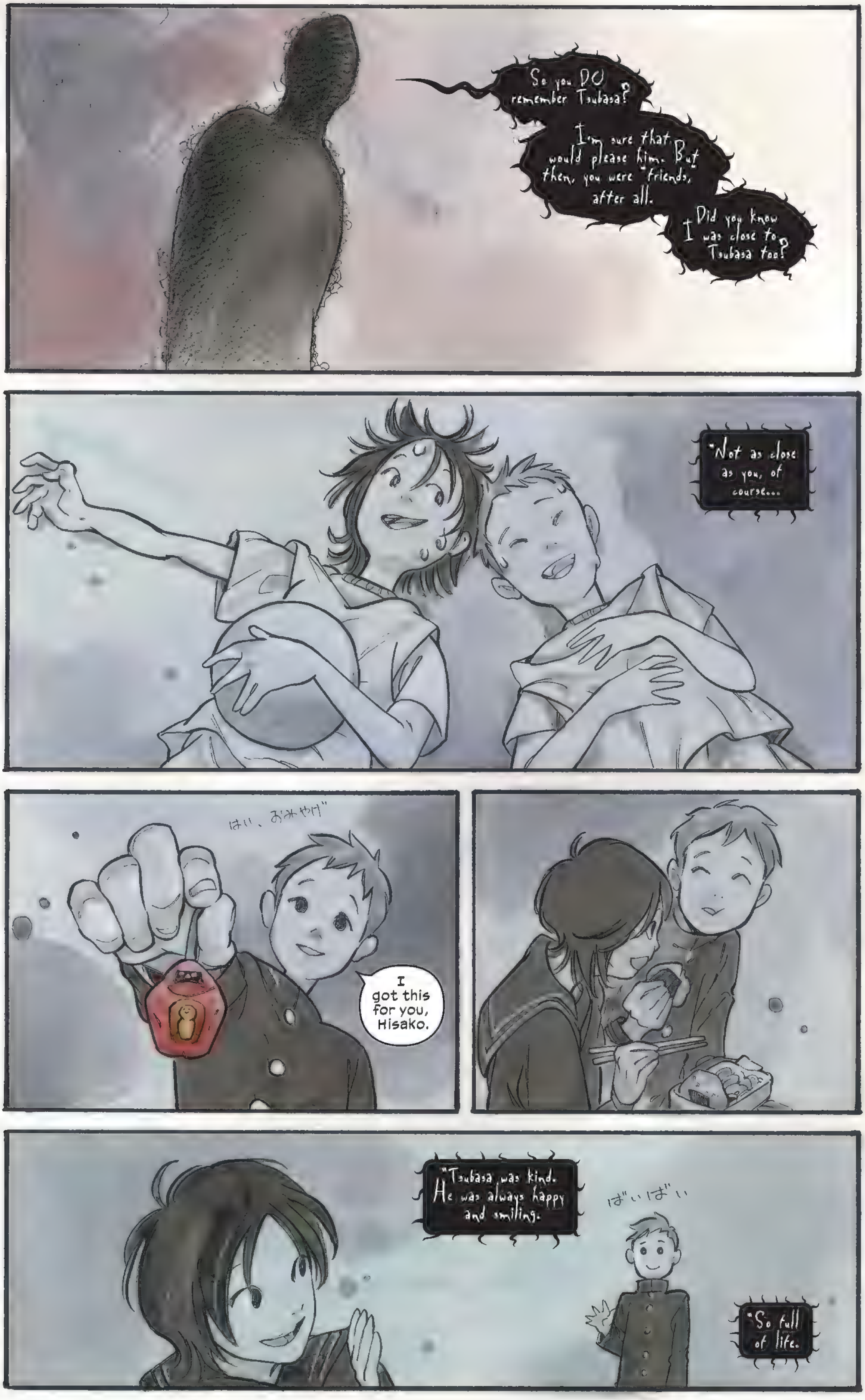

あっ
See? I told you I could do it! Now get me out of here.
Ewwww! She's so creepy--I bet her depression is contagious.
Wait up! Don't leave me alone with her!!!
ヤだー！
え…
On second thought...
...maybe I shouldn't have come.
There's a note...?

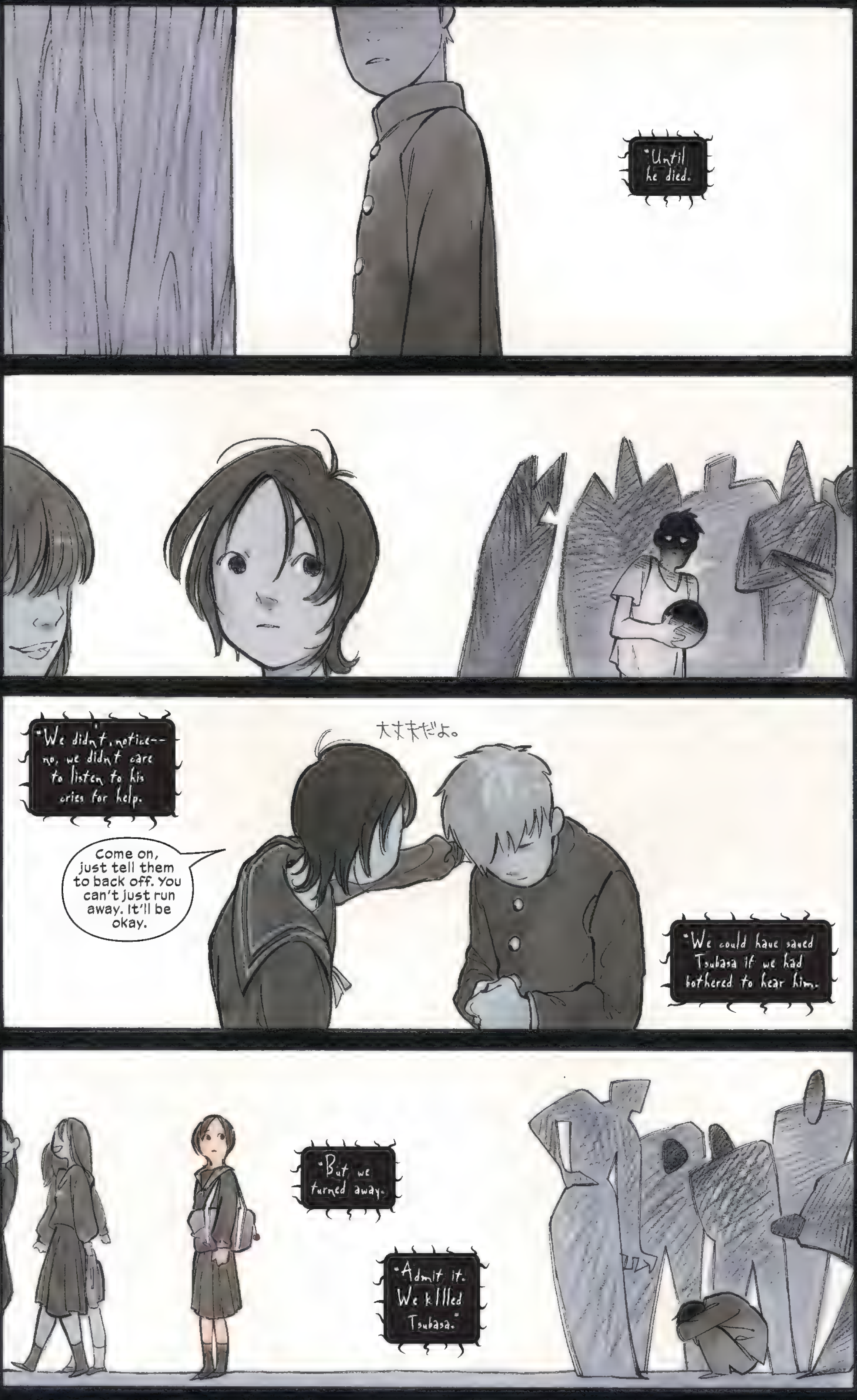

学校の裏山で
君を待つ
同志よ、時が来た。
Meet me at the temple in the mountain behind the school. Our time has come, my friend!
同志よ、時
friend
Hey, Mom.
Sorry, work's got me running late. Go ahead and eat with Granny.

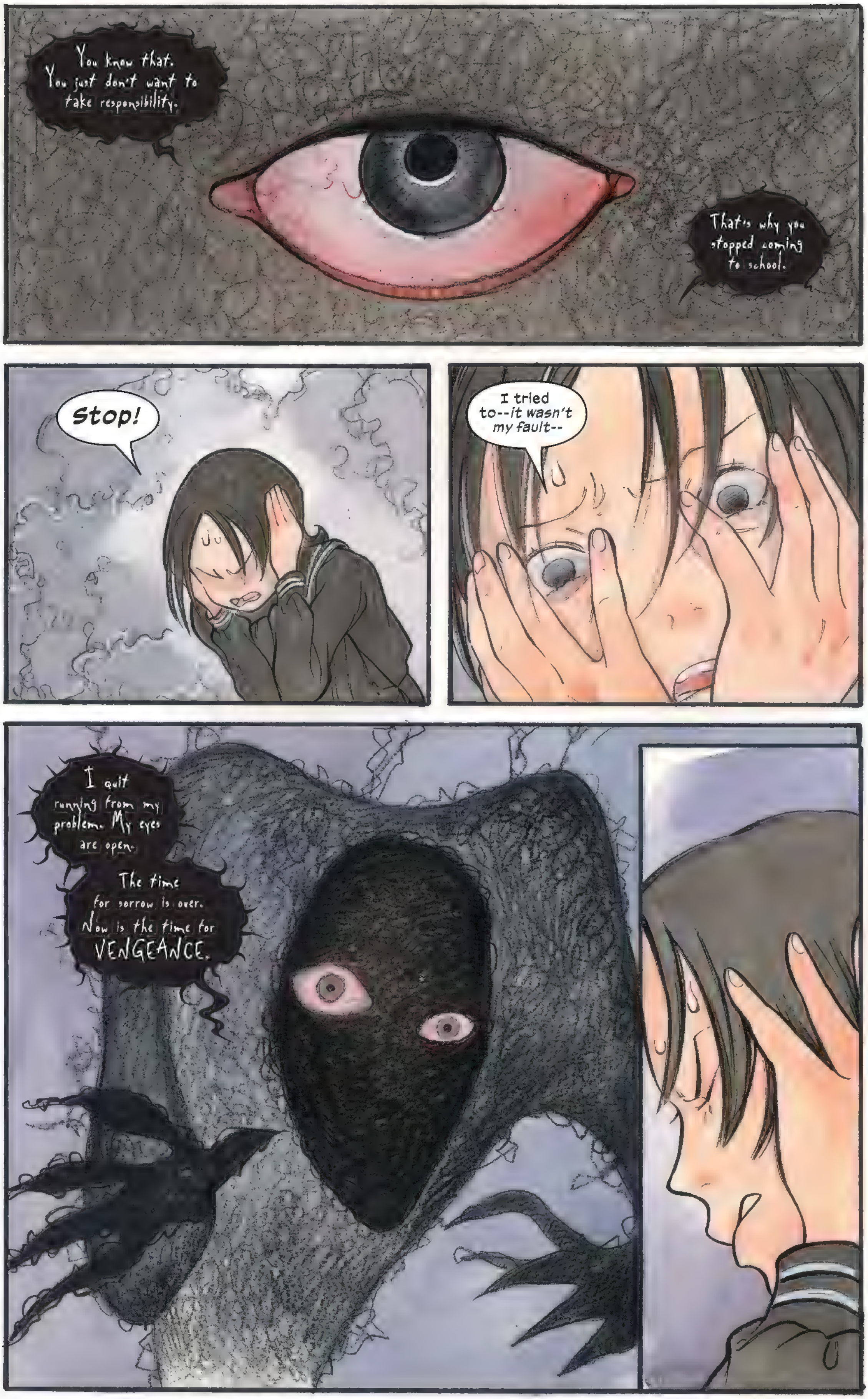

I don't know why I came. All my decisions today have been wrong.
I bet it's all a stupid prank...
?
そろり...

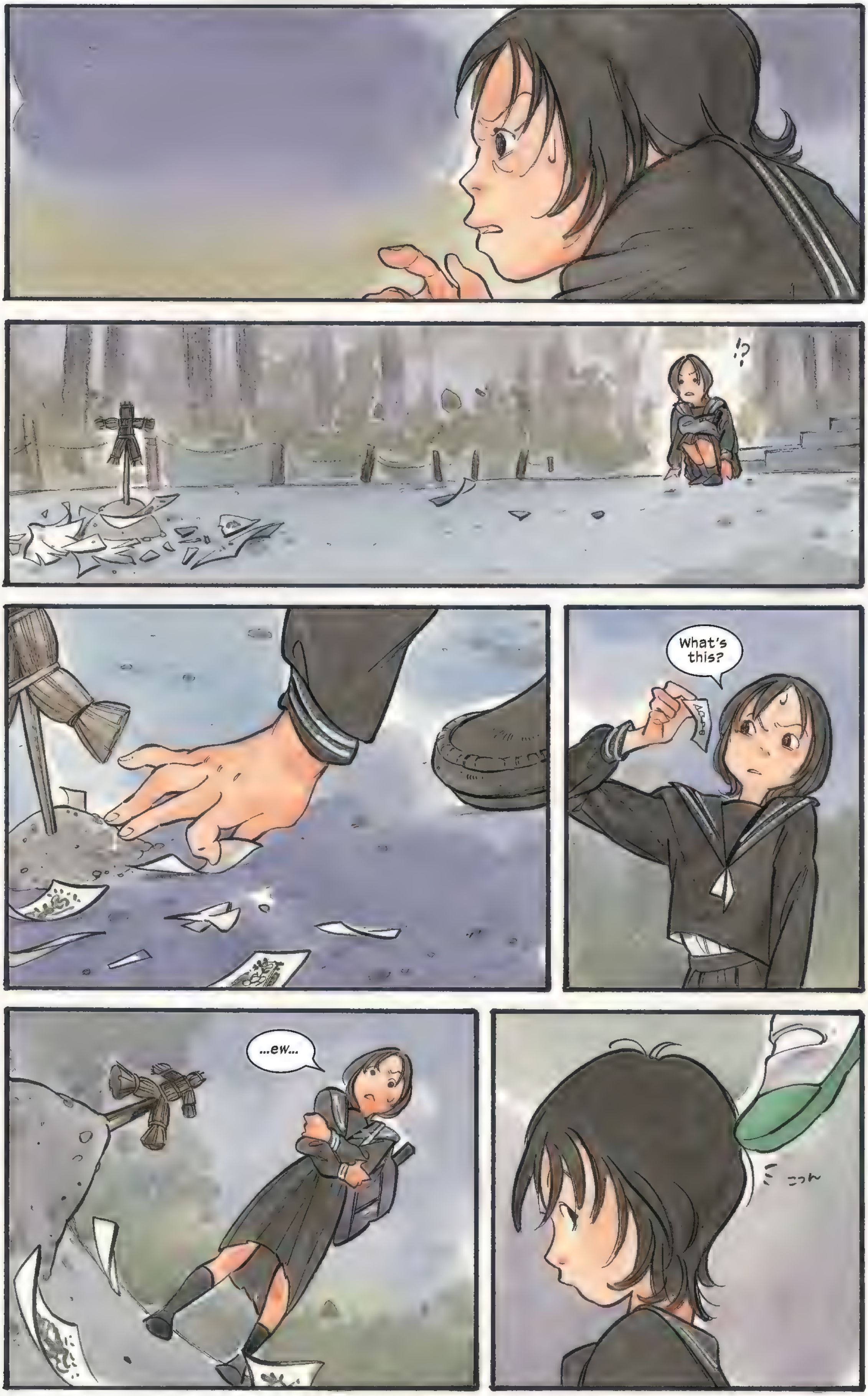

What's wrong with me? ...I'm seeing things.
Hisako, I knew you would come.
Hoping to make new friends?
Who are you?

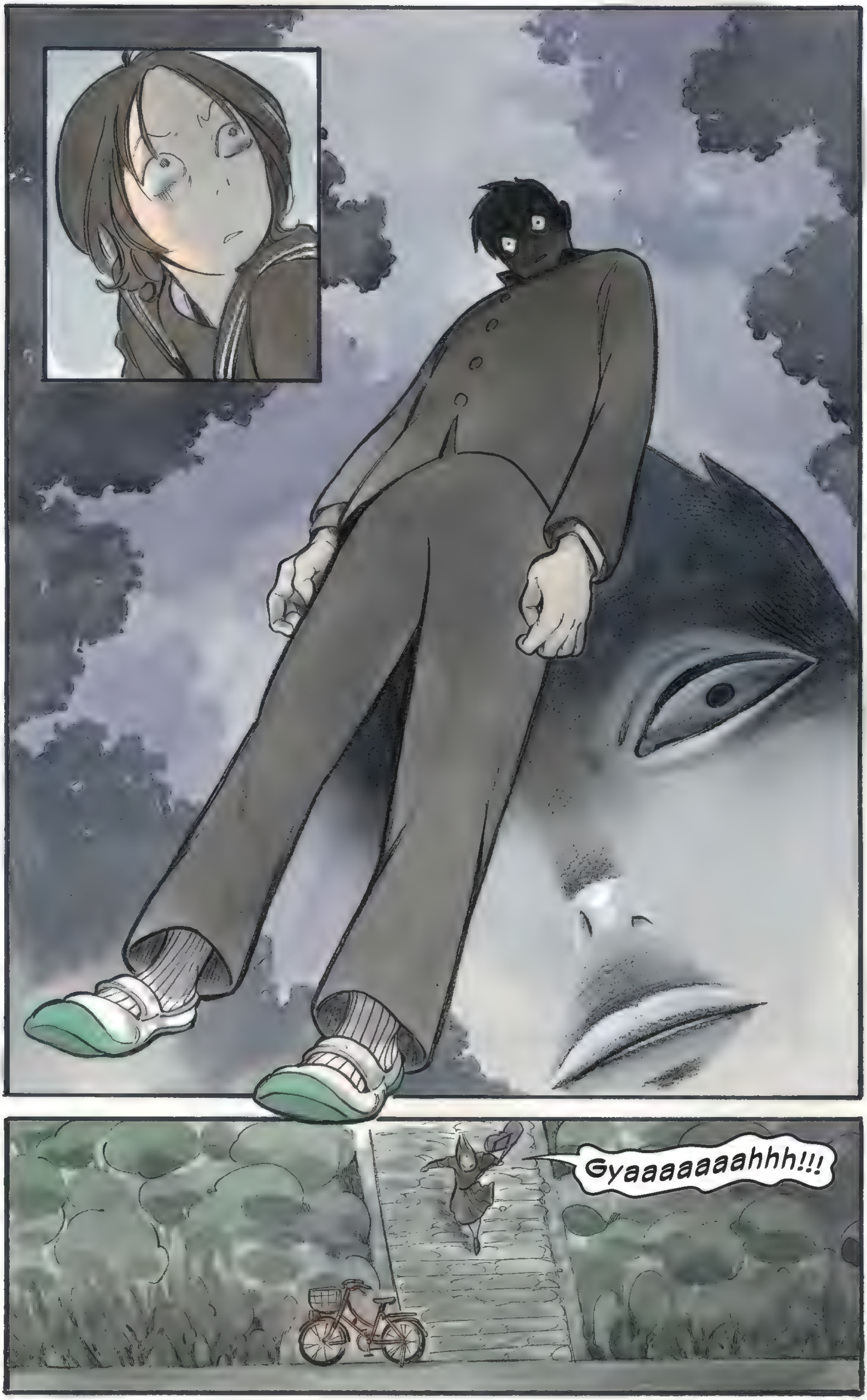

Did you leave that note in the button?
I did.
I needed some way to meet you since you haven't been going to school.
What do you want?
To give you this.
Wh-where did you get this...?

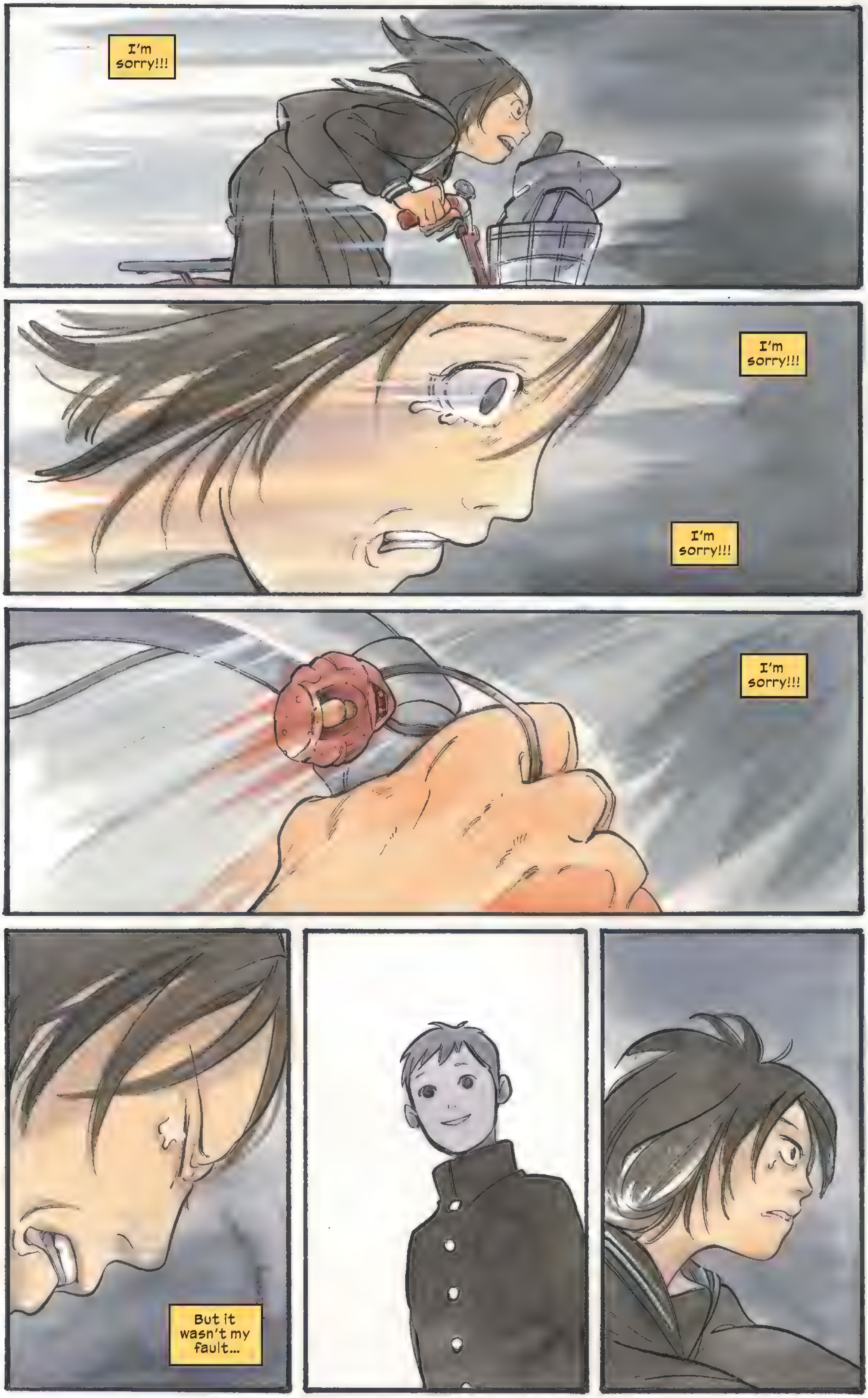

So you DO remember Tsubasa?
I'm sure that would please him. But then, you were "friends," after all.
Did you know I was close to Tsubasa too?
"Not as close as you, of course...
はい、おみやげ
I got this for you, Hisako.
"Tsubasa was kind. He was always happy and smiling.
ばいばい
"So full of life.

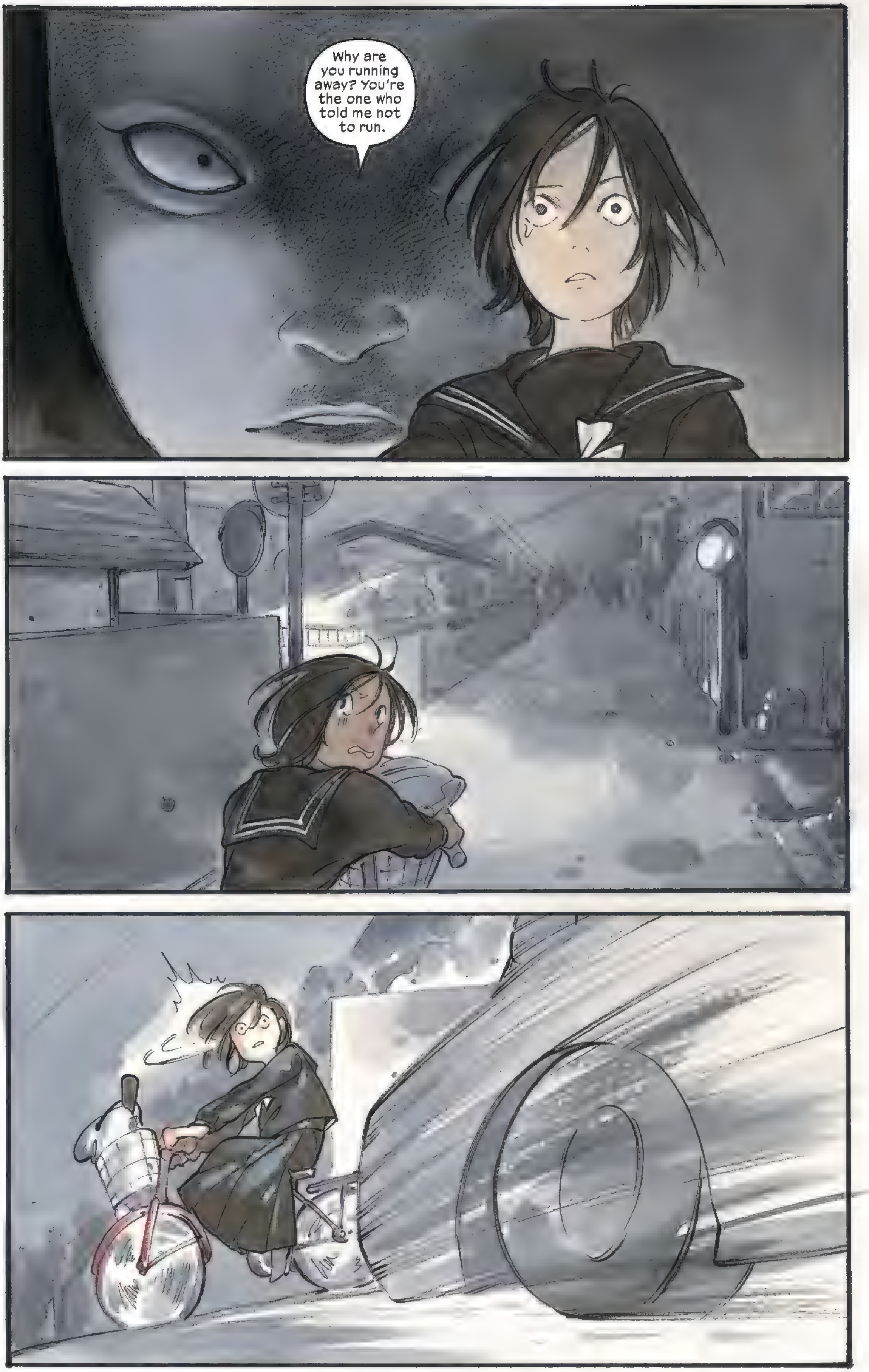

"Until he died.
"We didn't notice-- no, we didn't care to listen to his cries for help.
Come on, just tell them to back off. You can't just run away. It'll be okay.
大丈夫だよ。
"We could have saved Tsubasa if we had bothered to hear him.
"But we turned away.
"Admit it. We killed Tsubasa."

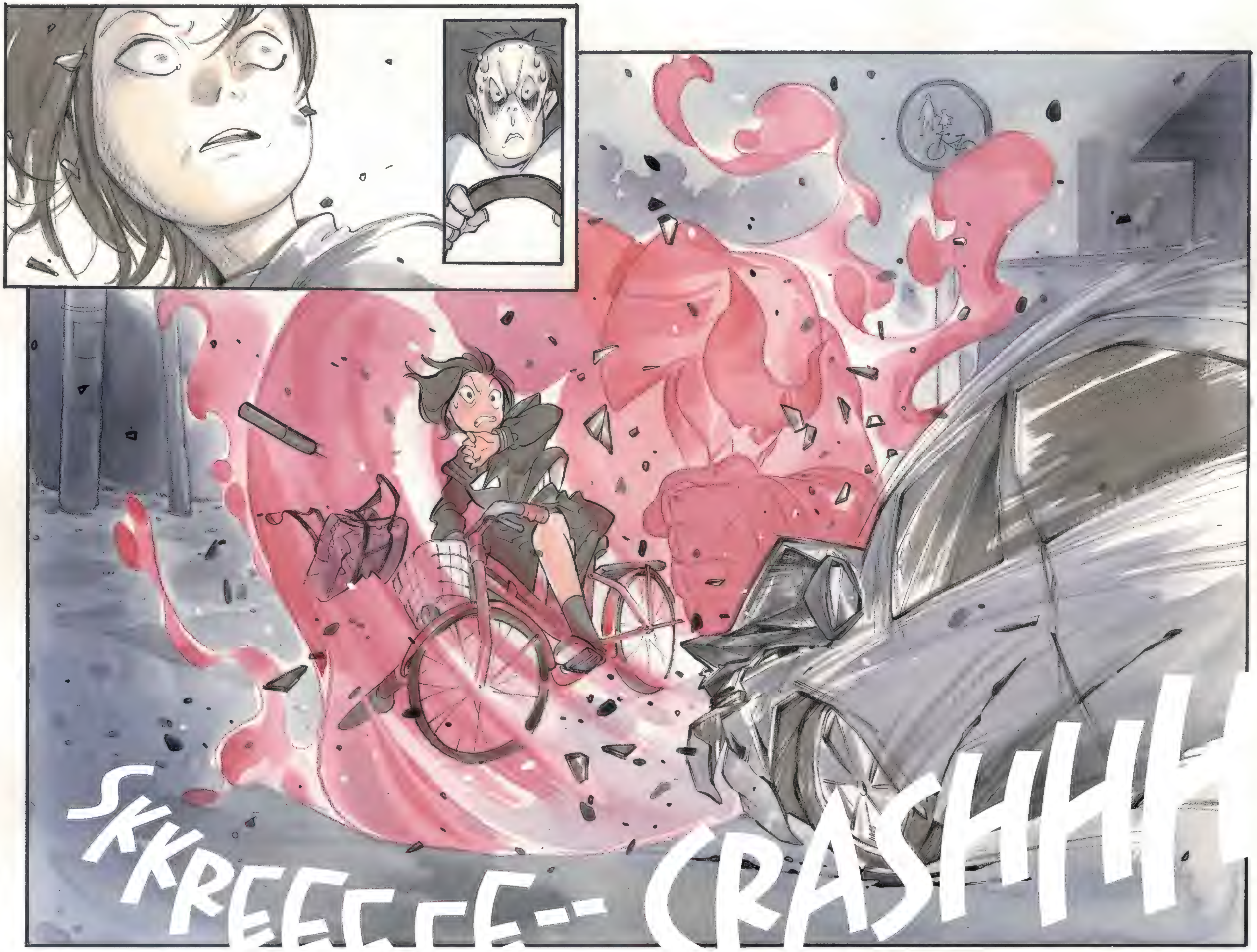

You know that. You just don't want to take responsibility.
That's why you stopped coming to school.
Stop!
I tried to--it wasn't my fault--
I quit running from my problem. My eyes are open.
The time for sorrow is over. Now is the time for VENGEANCE.

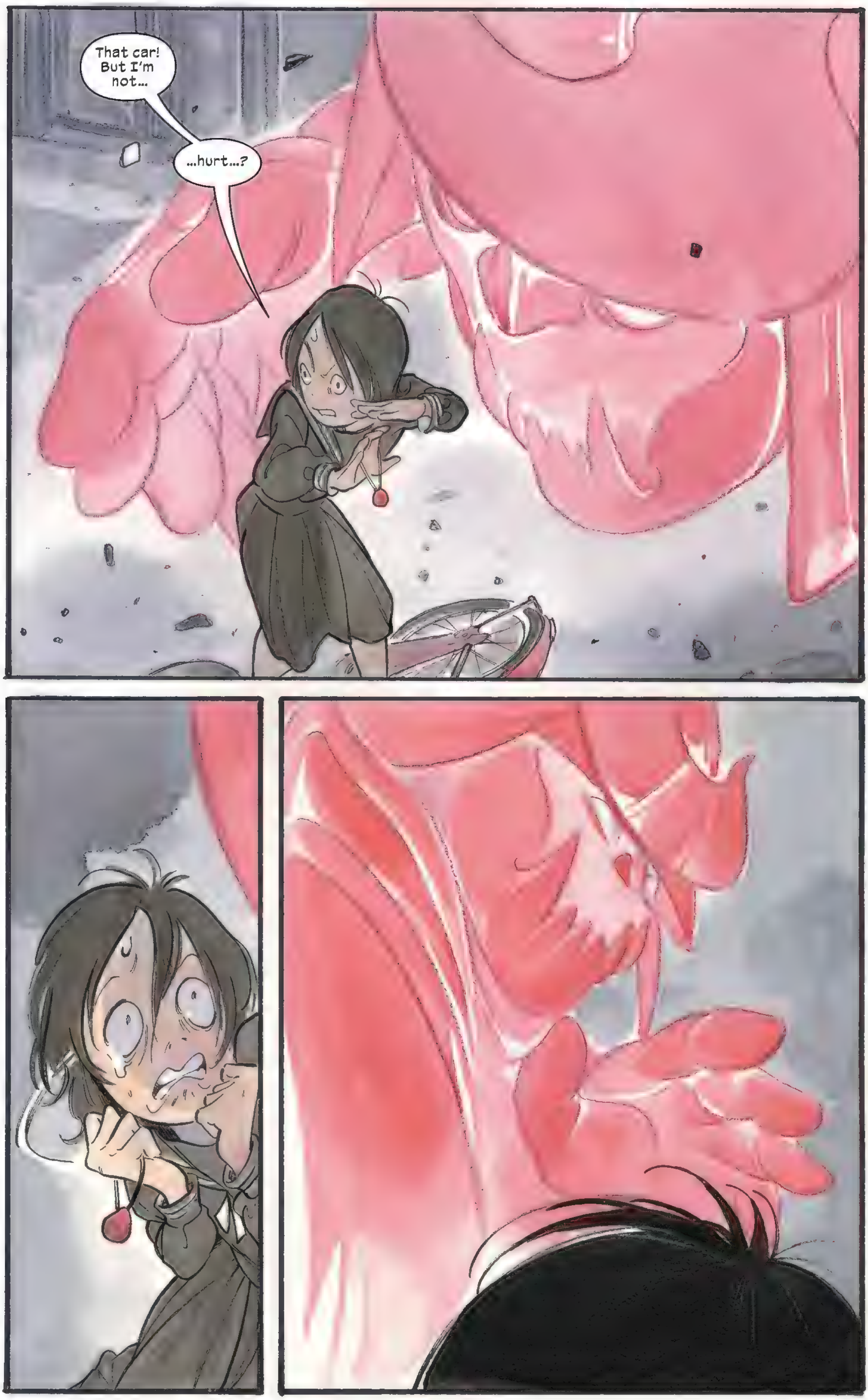

!?
What's this?
...ew...
こつん

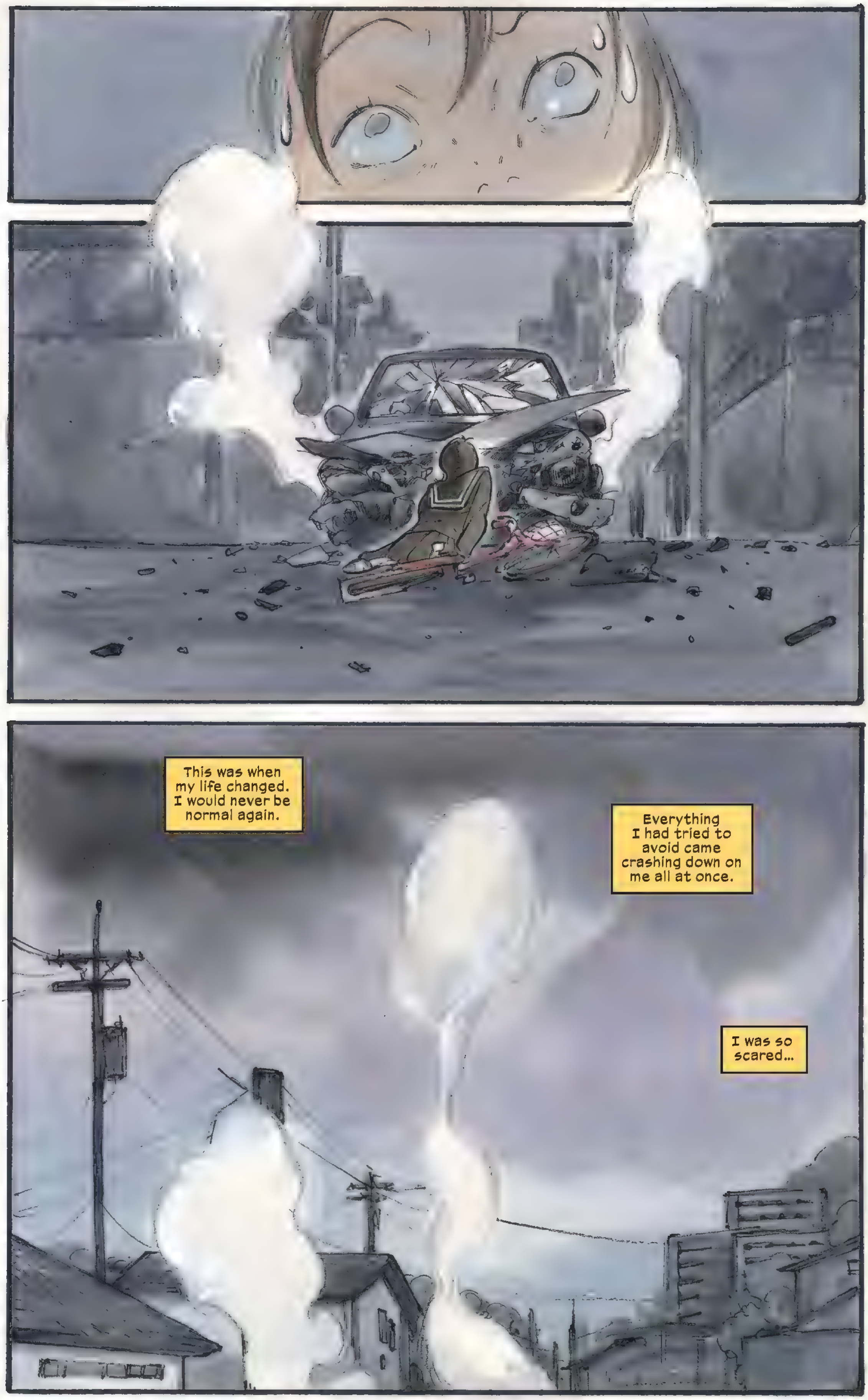

Gyaaaaaaahhh!!!

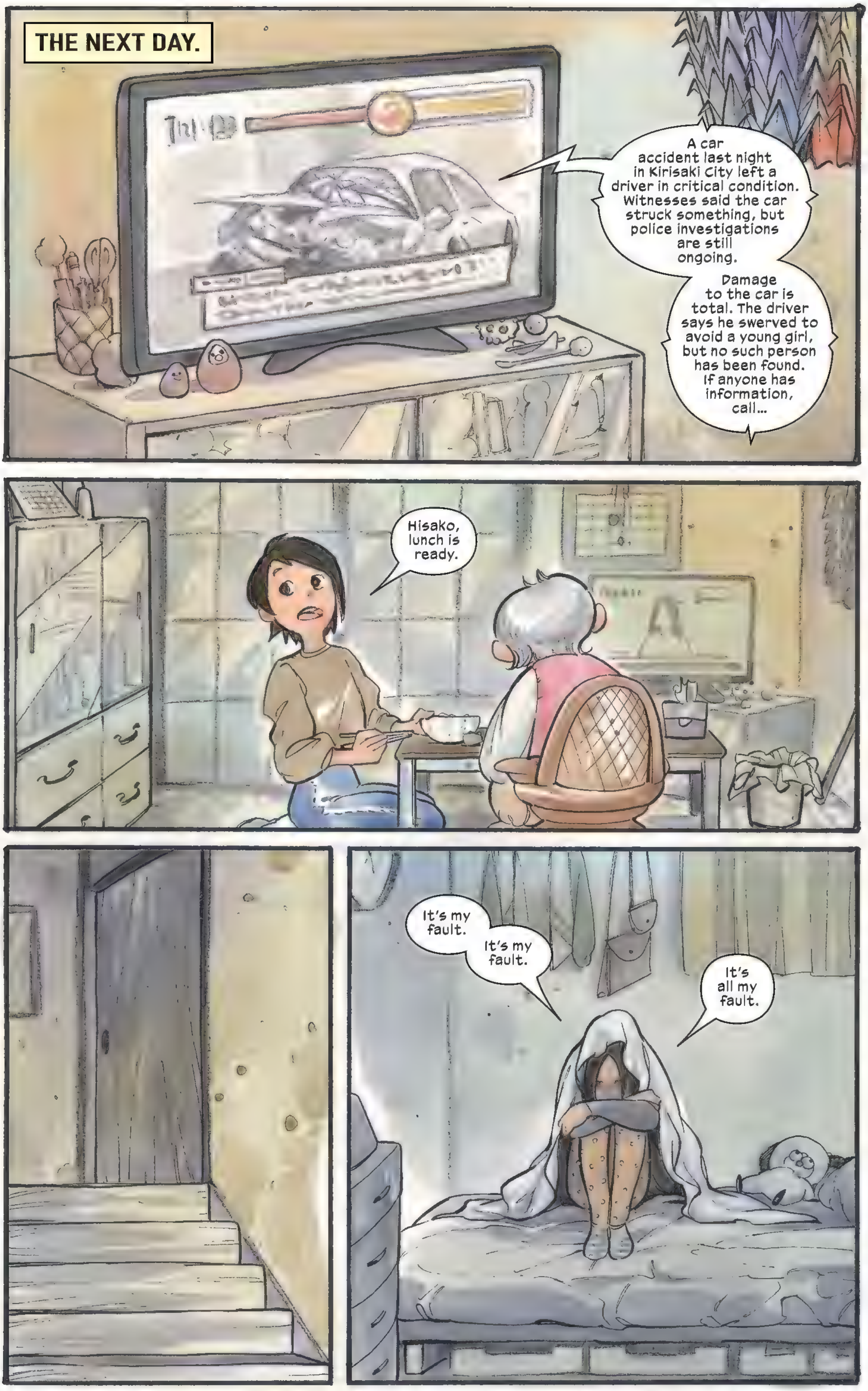

I'm sorry!!!
I'm sorry!!!
I'm sorry!!!
I'm sorry!!!
But it wasn't my fault...

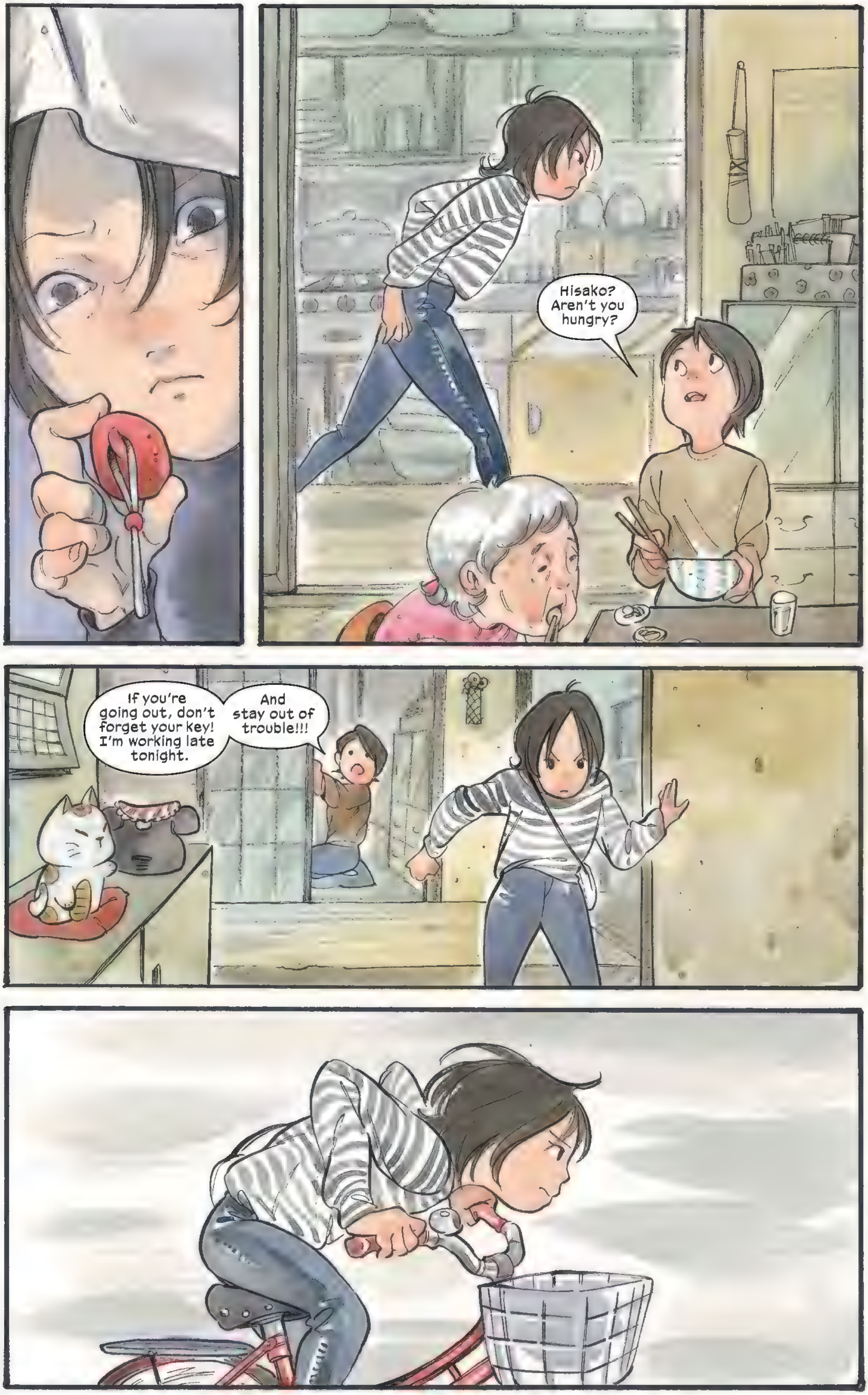

Why are you running away? You're the one who told me not to run.

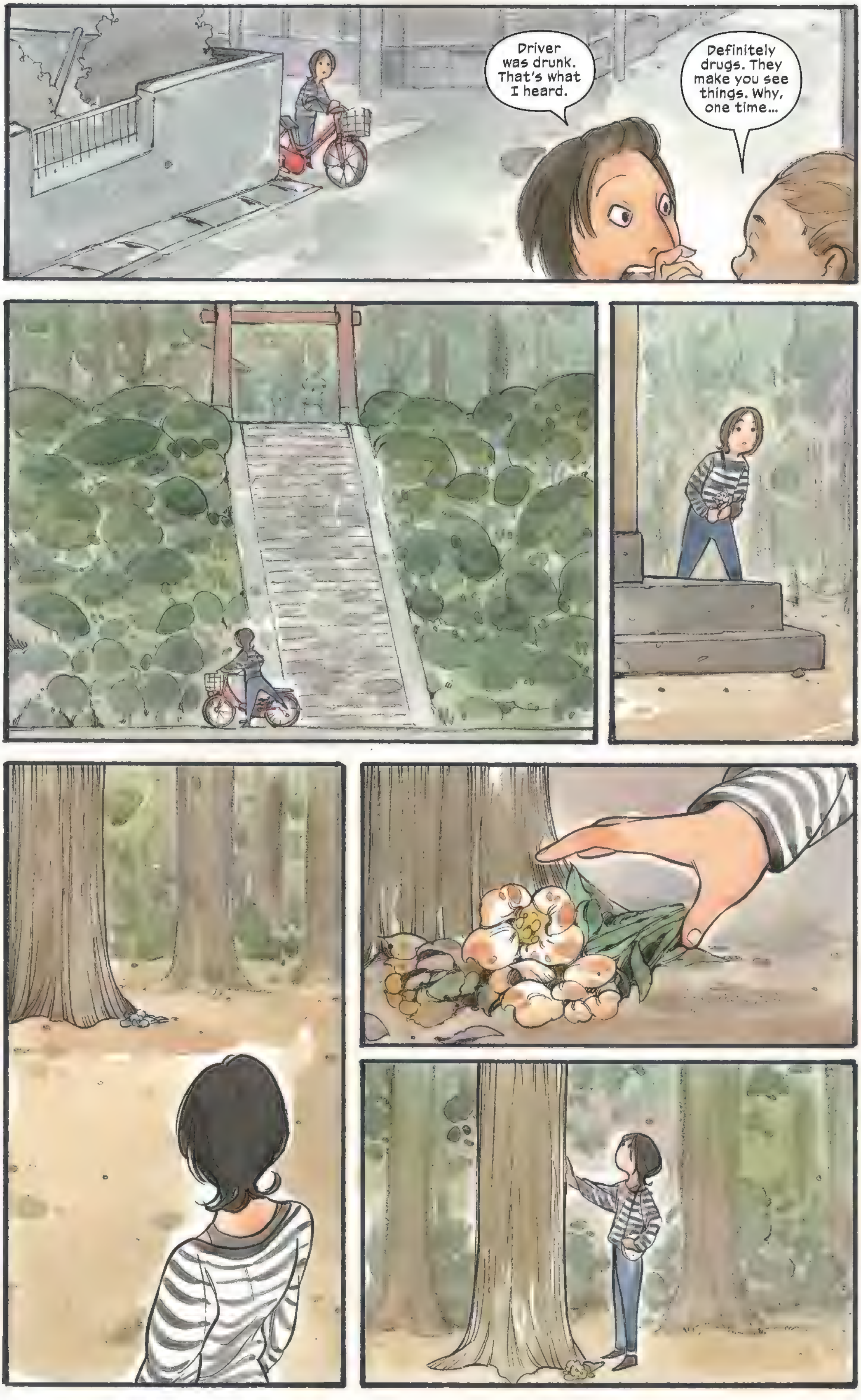

SKREEEEE--
CRASHH

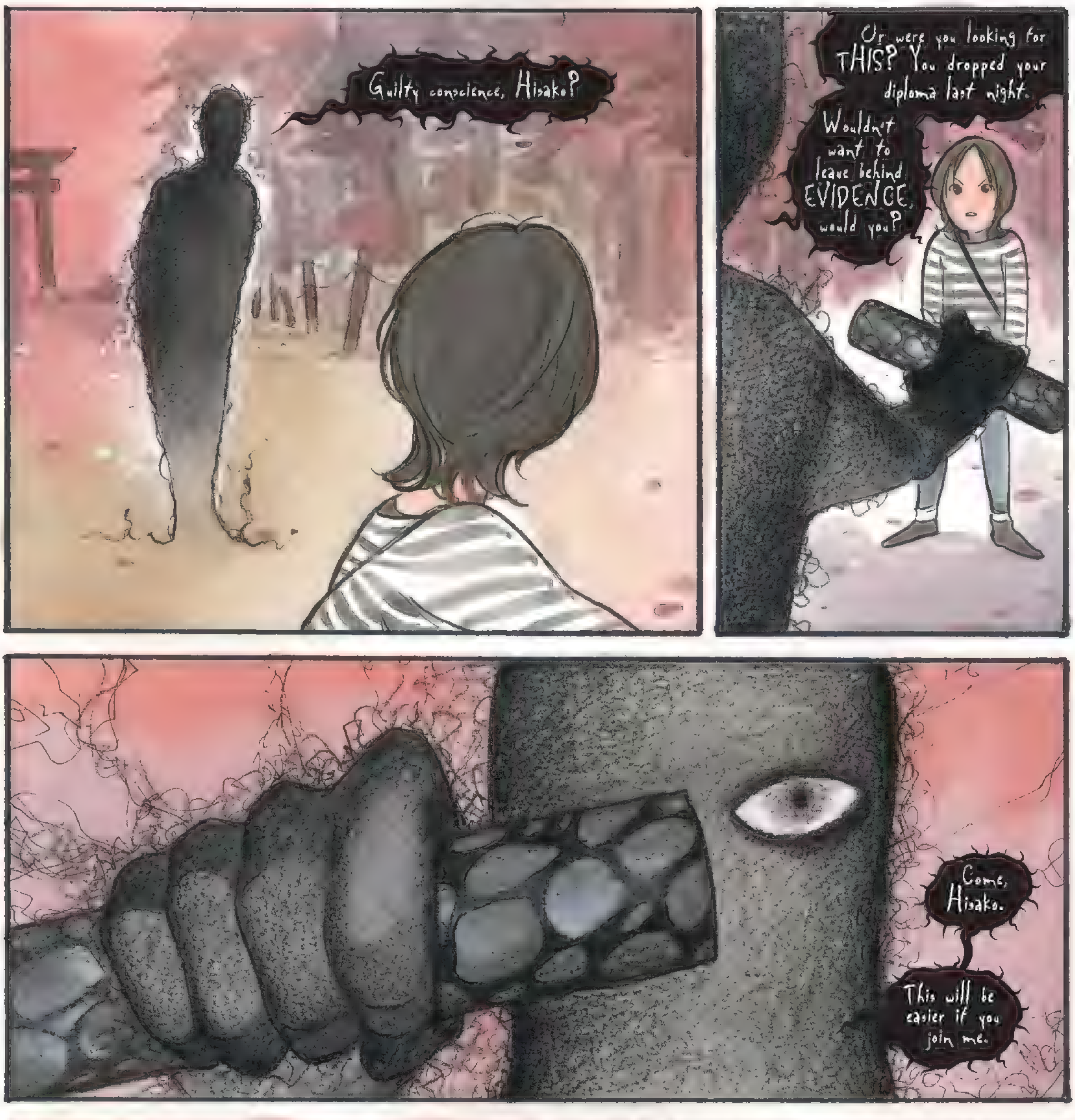

That car! But I'm not...
...hurt...?

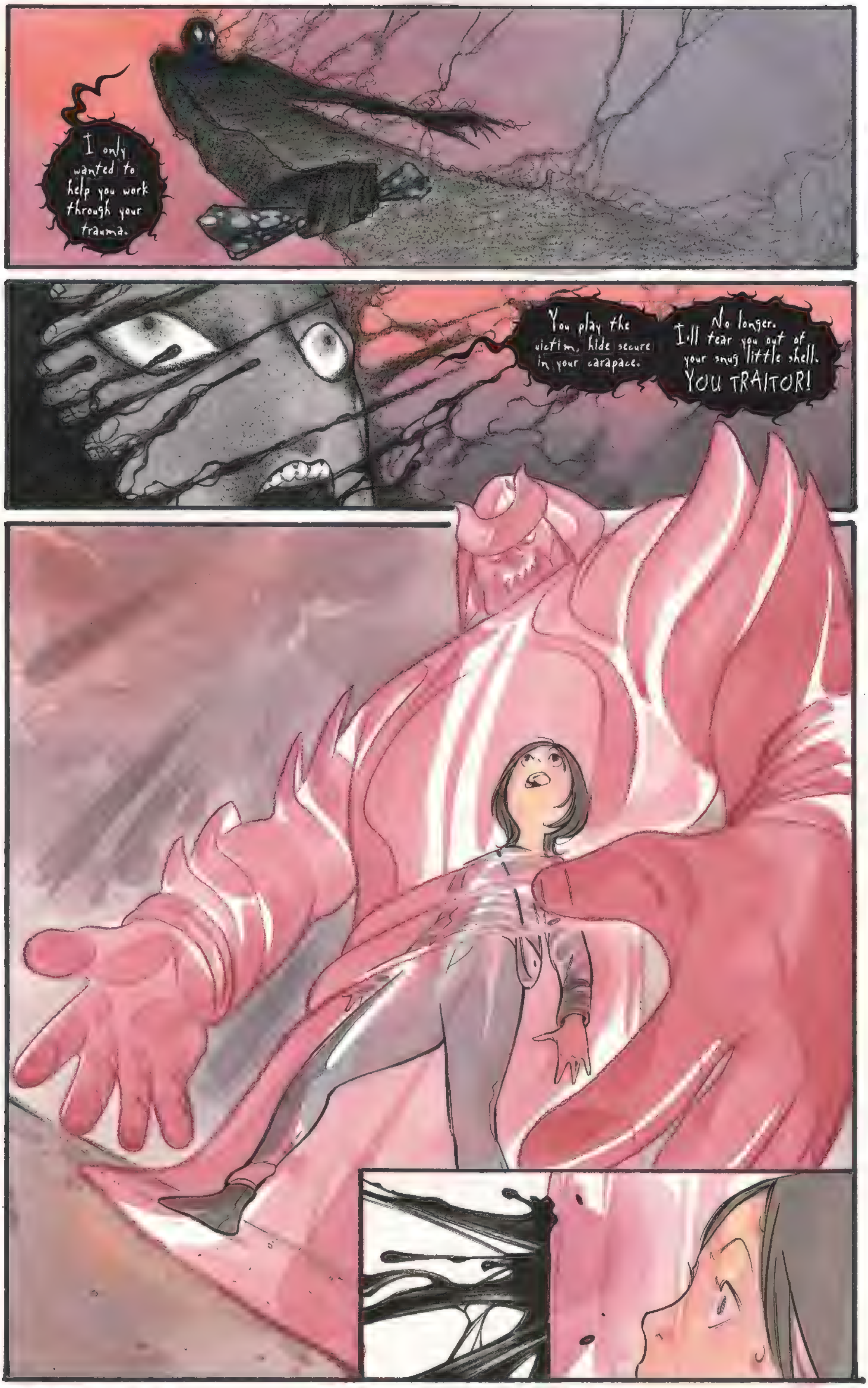

This was when my life changed. I would never be normal again.
Everything I had tried to avoid came crashing down on me all at once.
I was so scared...

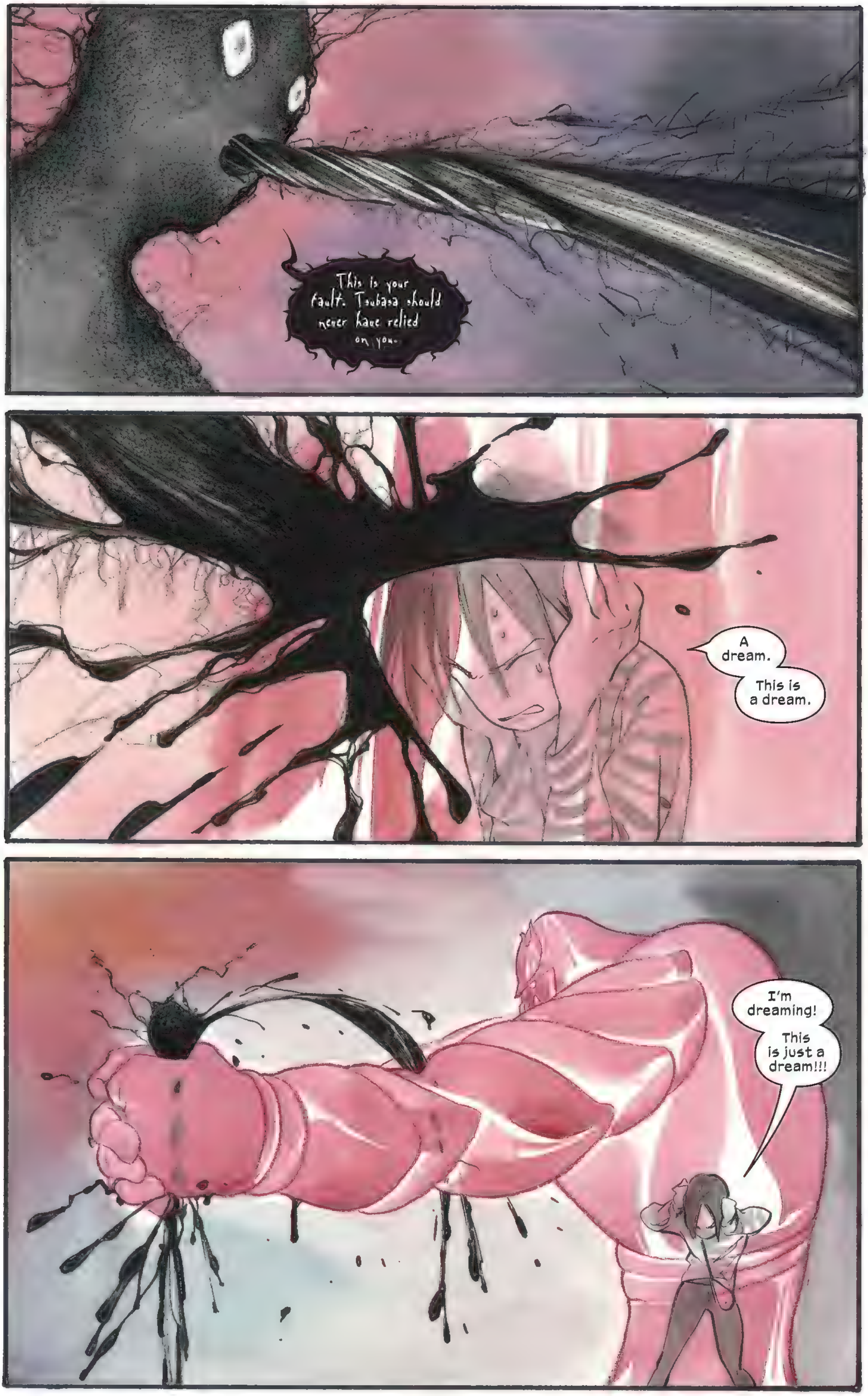

THE NEXT DAY.
A car accident last night in Kirisaki City left a driver in critical condition. Witnesses said the car struck something, but police investigations are still ongoing.
Damage to the car is total. The driver says he swerved to avoid a young girl, but no such person has been found. If anyone has information, call...
Hisako, lunch is ready.
It's my fault.
It's my fault.
It's all my fault.

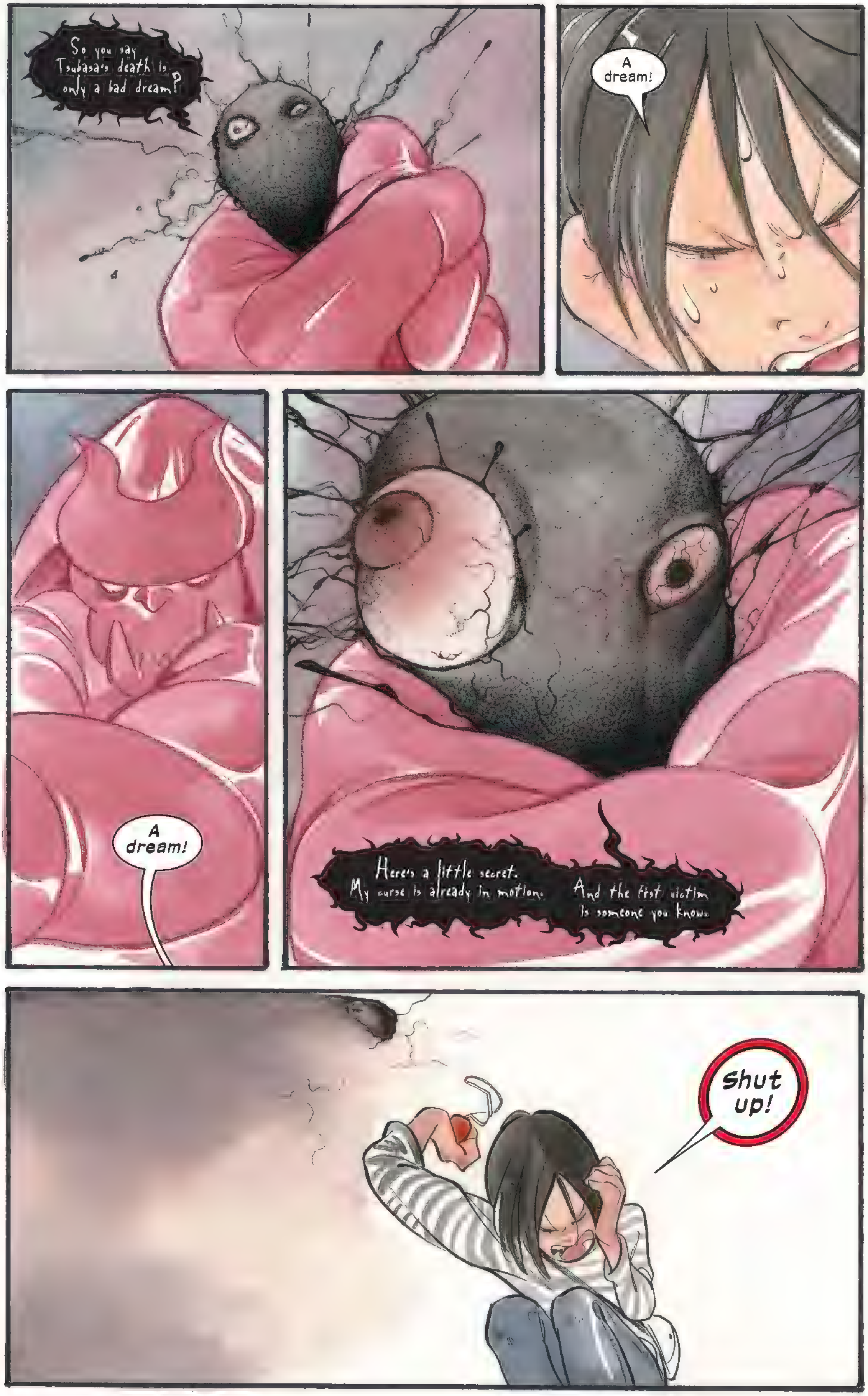

Hisako? Aren't you hungry?
If you're going out, don't forget your key! I'm working late tonight.
And stay out of trouble!!!

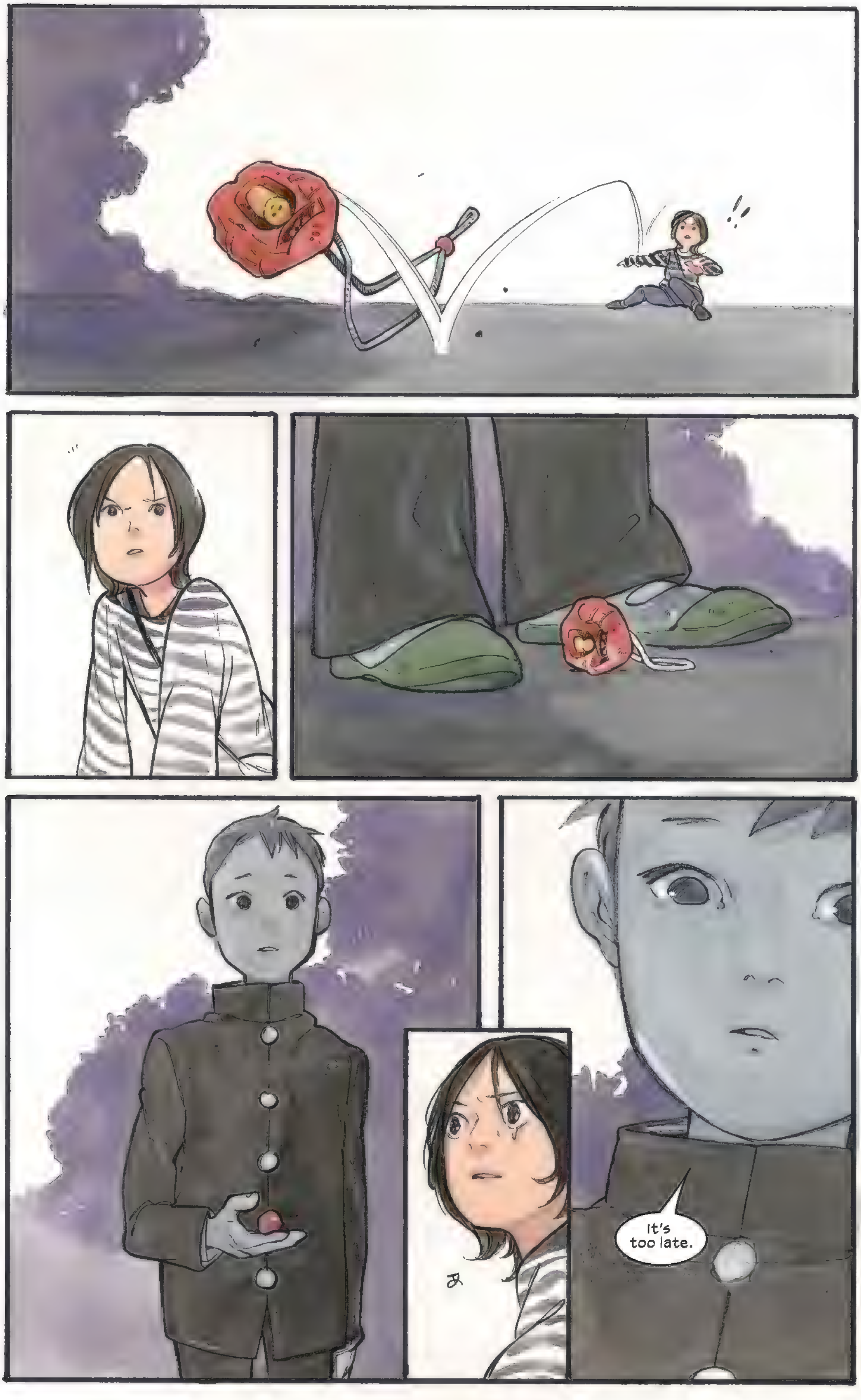

Driver was drunk. That's what I heard.
Definitely drugs. They make you see things. Why, one time...

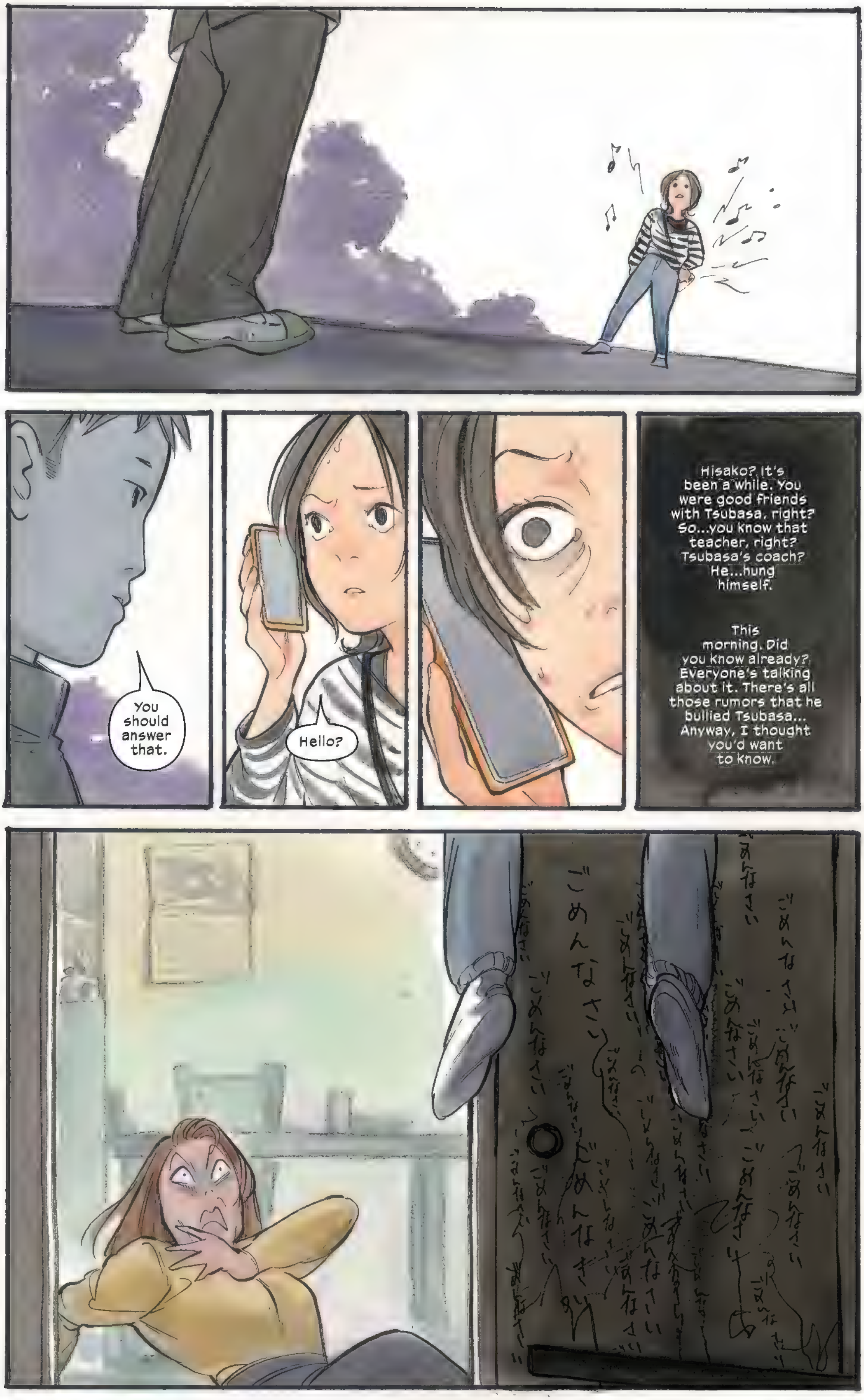

Guilty conscience, Hisako?
Or were you looking for THIS? You dropped your diploma last night.
Wouldn't want to leave behind EVIDENCE, would you?
Come, Hisako.
This will be easier if you join me.
This isn't about Tsubasa's death at all. That's just your excuse.
Why don't you tell me what you really want from me?
Why would you say that?


I only wanted to help you work through your trauma.
You play the victim, hide secure in your carapace.
No longer. I'll tear you out of your snug little shell. YOU TRAITOR!


This is your fault. Tsubasa should never have relied on you.
A dream.
This is a dream.
I'm dreaming!
This is just a dream!!!


So you say Tsubasa's death is only a bad dream?
A dream!
A dream!
Here's a little secret. My curse is already in motion.
And the first victim is someone you know.
Shut up!


It's too late.
あ


You should answer that.
Hello?
Hisako? It's been a while. You were good friends with Tsubasa, right? So...you know that teacher, right? Tsubasa's coach? He...hung himself.
This morning. Did you know already? Everyone's talking about it. There's all those rumors that he bullied Tsubasa... Anyway, I thought you'd want to know.
ごめんなさい
ごめんなさい
ごめんなさい
ごめんなさい
ごめんなさい
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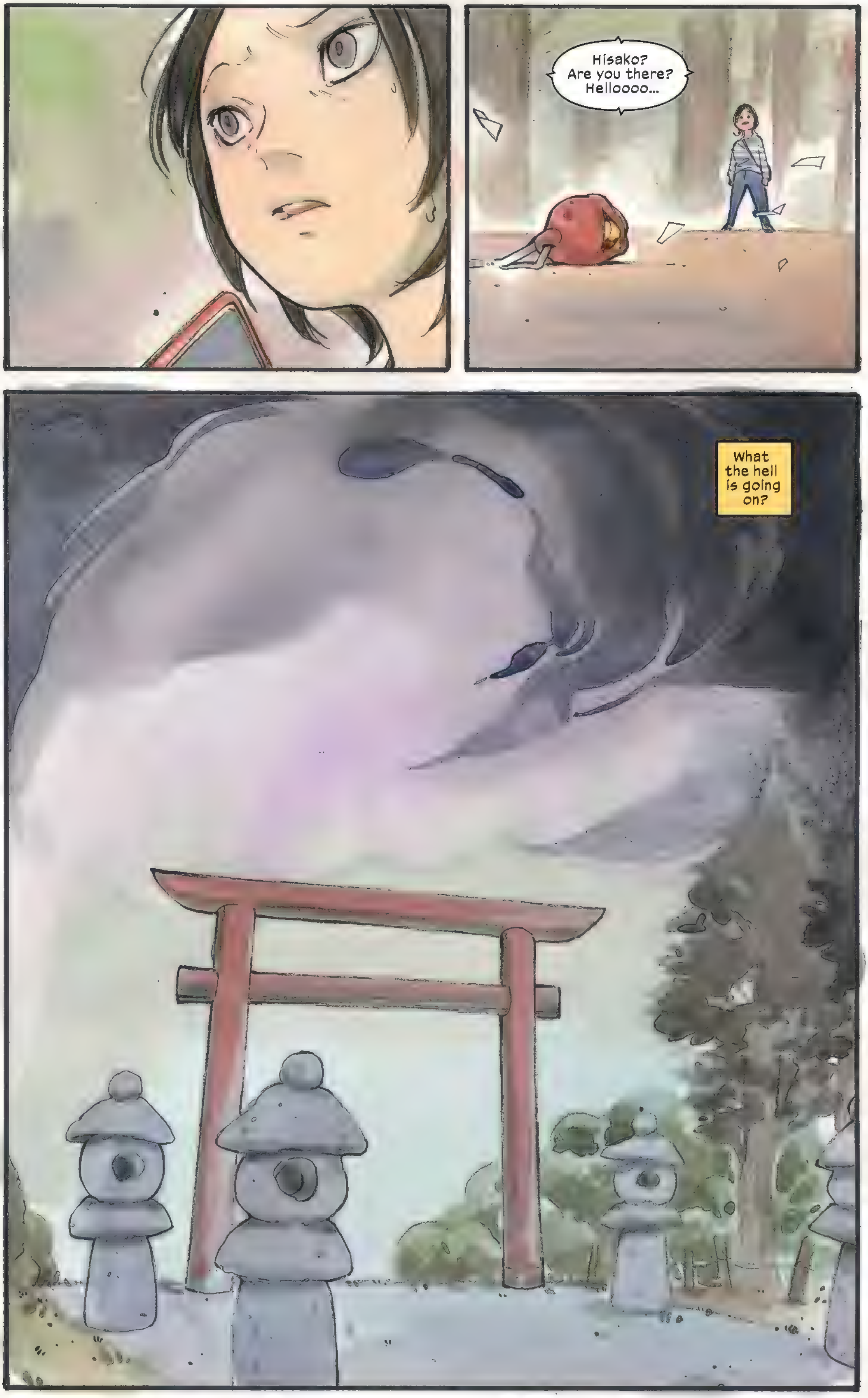
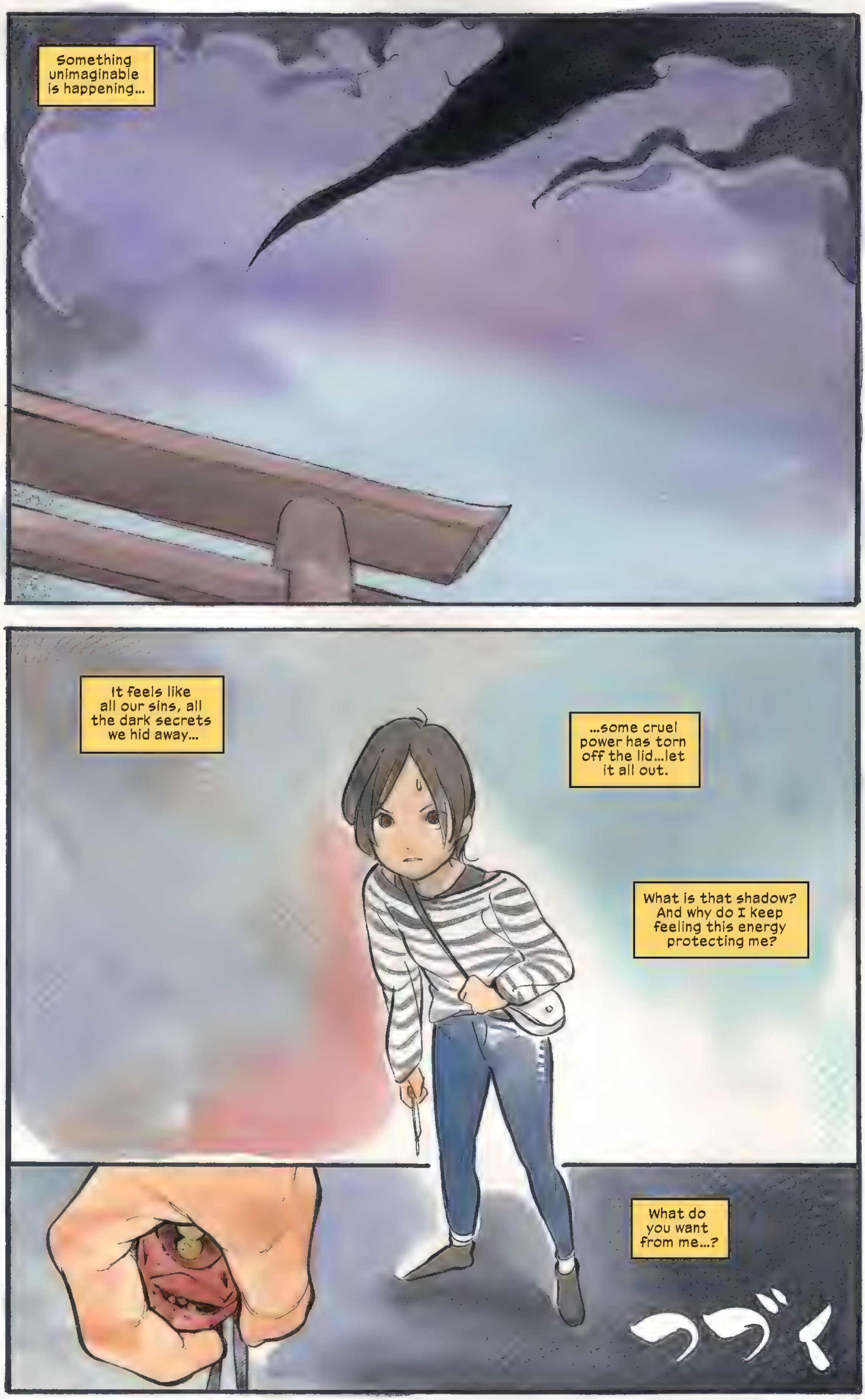
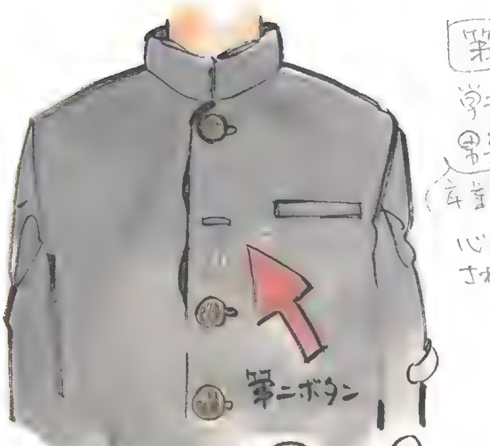
ごめんなさい

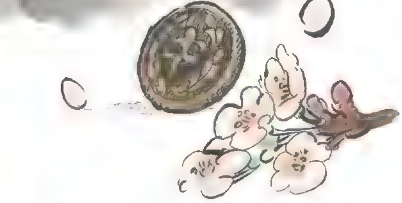

Hisako? Are you there? Helloooo...
What the hell is going on?


Something unimaginable is happening...
It feels like all our sins, all the dark secrets we hid away...
...some cruel power has torn off the lid...let it all out.
What is that shadow? And why do I keep feeling this energy protecting me?
What do you want from me...?
つづく

To be continued...

LEXICON





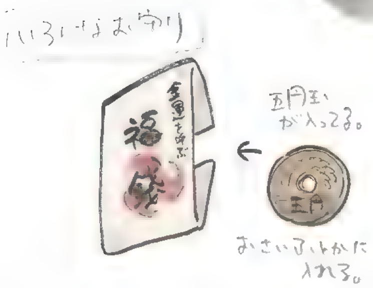
第二ボタン

学ランの上から2つめのボタン。
男子が好きな子に渡すボタン。
（卒業式に）
心臓に一番近いボタンと
されているからだと聞いている…。

SECOND BUTTON

The second button on a boy's school uniform. It is the button closest to your heart.

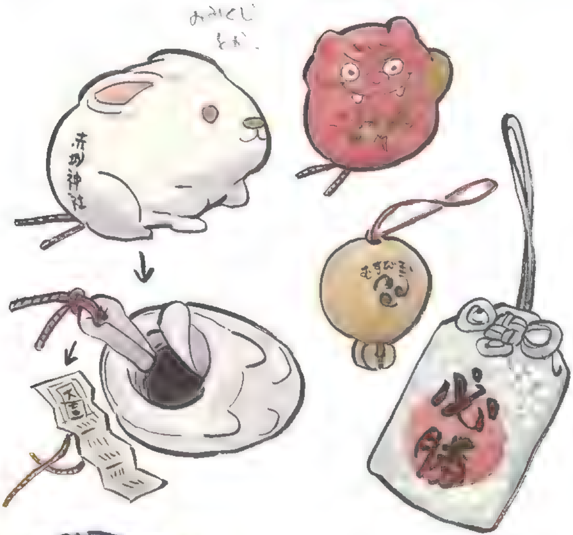
During graduation, boys will give the second button of their uniform to girls they have crushes on.


いろいろなお守り
金運を呼ぶ
福銭
五円玉が入ってる。
五円
おさいふとかに入れる。

This bag holds five yen. In Japanese, five yen is pronounced "GO EN," which means "relationship." The charm represents good luck with relationships, fortune and work.

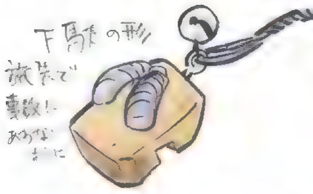
OMAMORI

Various types of charms.


おみくじ
もお。
赤城神社
大吉
むすび玉
必勝

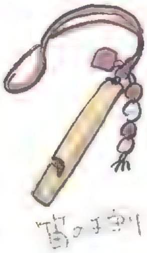
OMIKUJU (FORTUNE) INSIDE

You peel off the sticker to read your fortune.

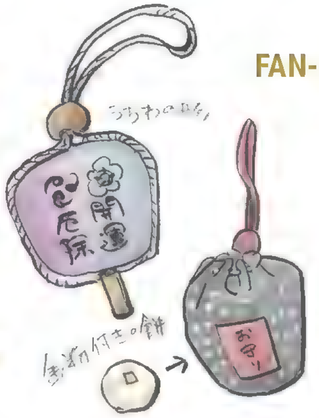

下駄の形
旅先で
事故に
あわない
ように

GETA (SANDAL) CHARM

Carry this to avoid getting in any accidents while traveling.



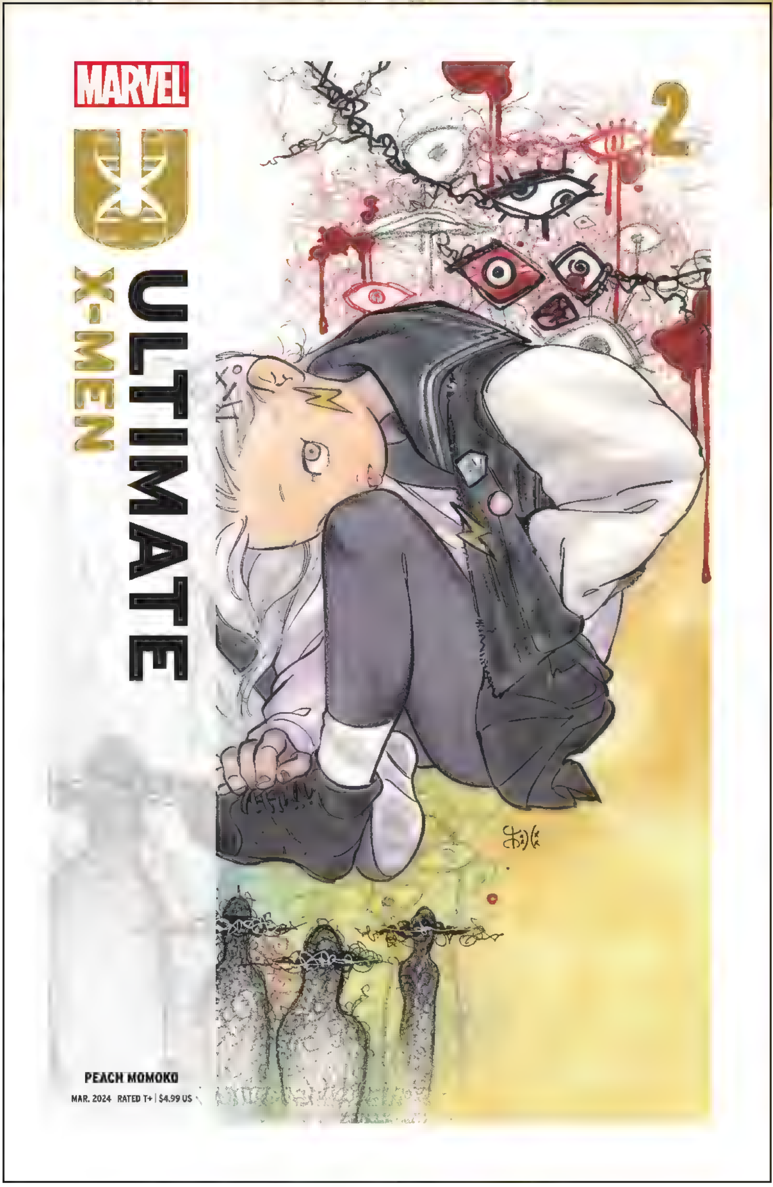
FLUTE CHARM


うちわの形
開運
厄除
金箔付きの餅
お守り

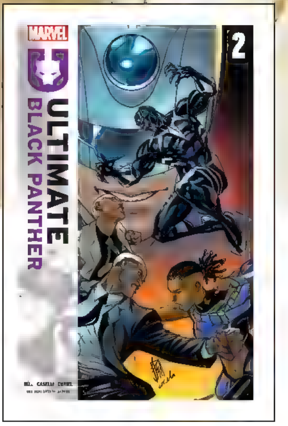
FAN-SHAPED CHARM

This charm contains gold-leaf mochi.

NEXT


MARVEL
2
ULTIMATE
X-MEN
PEACH MOMOKO
MAR. 2024 RATED T+ | $4.99 US

ON SALE IN **APRIL**


MARVEL
2
ULTIMATE
BLACK PANTHER

ULTIMATE
BLACK PANTHER #2

BY **BRYAN HILL** &
STEFANO CASELLI

ON SALE THIS MONTH

MARVEL
3
ULTIMATE
SPIDER-MAN

ULTIMATE
SPIDER-MAN #3

BY
JONATHAN HICKMAN &
MARCO CHECCHETTO

ON SALE THIS MONTH

WE WANT TO HEAR FROM YOU! EMAIL US AT **MHEROES@MARVEL.COM** AND MARK YOUR LETTERS **“OKAY TO PRINT”**!

IF YOU ARE STRUGGLING WITH THOUGHTS OF SUICIDE, OR ARE WORRIED ABOUT A FRIEND OR LOVED ONE, PLEASE REACH OUT TO A COUNSELOR OR SOMEONE YOU TRUST OR DIAL 988 FOR THE SUICIDE AND CRISIS LIFELINE.

2

A diabolical genius known as **THE MAKER** created his ideal Earth by systematically preventing anyone from ever becoming a super hero. To rule his perfected Earth, he placed super villains in charge of different regions, and together, **THE MAKER'S COUNCIL** quietly orchestrated the history of the world.

Among them are **RA** and **KHONSHU**, collectively known as **MOON KNIGHT**, who oversee Africa—all but the impenetrable, isolated kingdom of **WAKANDA**. Recently, Ra and Khonshu began a campaign of violence across the continent, stirring dissent in Wakanda over whether to fight back.

KING T'CHALLA refused to strike in the name of protecting his kingdom from war, though his sister **SHURI** believed they have a moral responsibility to defend the innocent and vulnerable. But when T'Challa's father was publicly assassinated in the name of Moon Knight, the decision was made...

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LETTERER: **VC's CORY PETIT**
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BLACK PANTHER CREATED BY **STAN LEE** & **JACK KIRBY**

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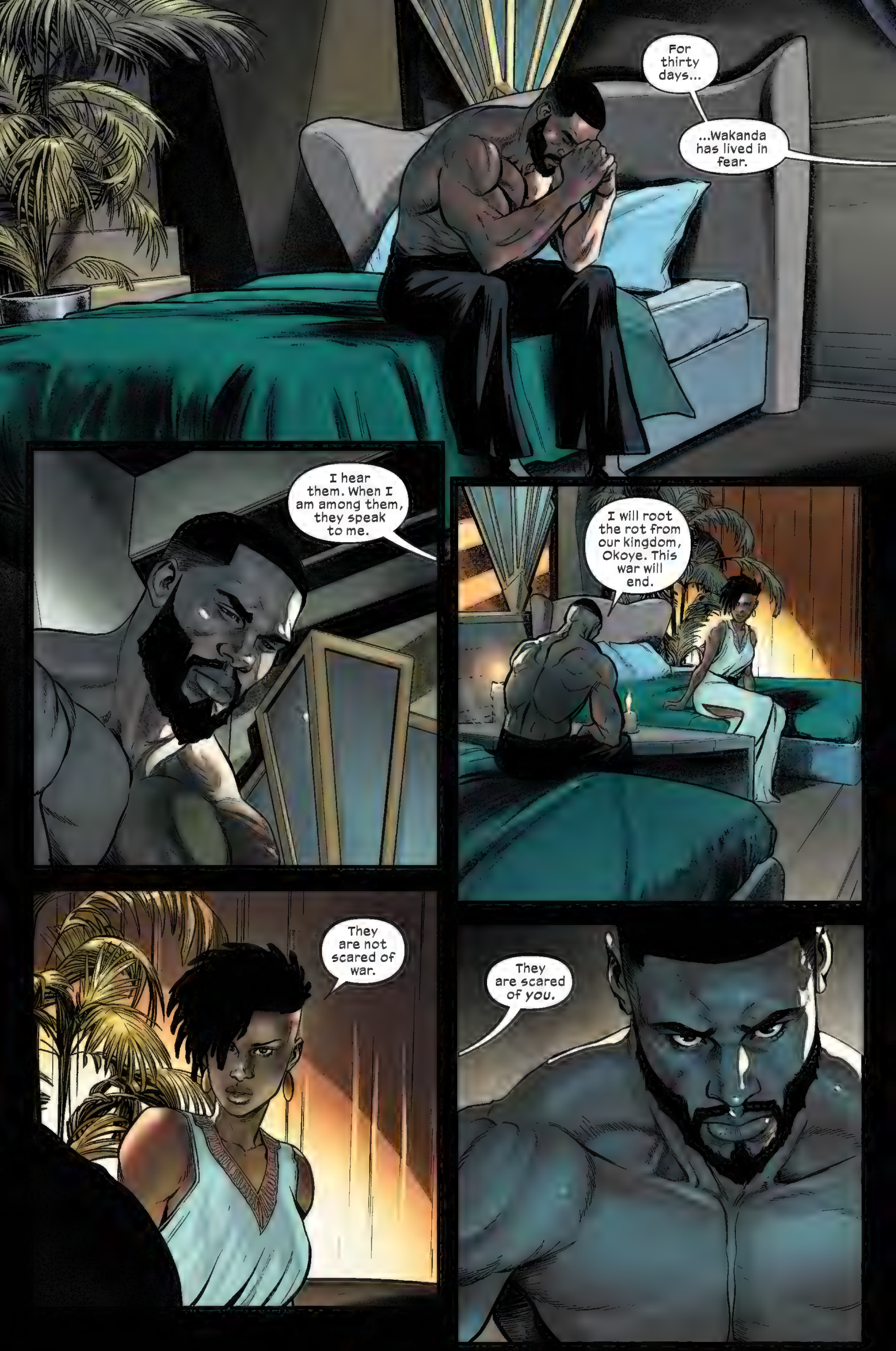
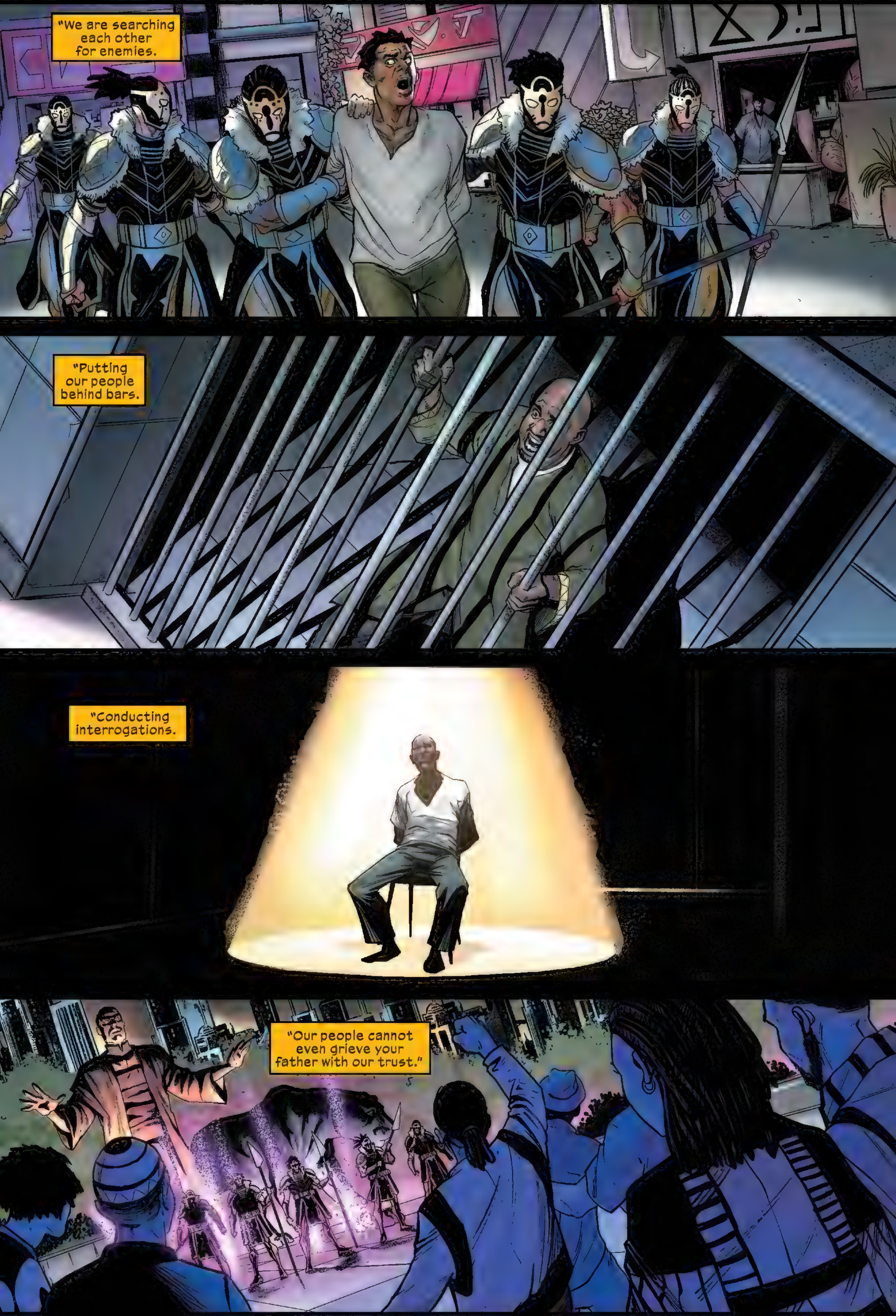
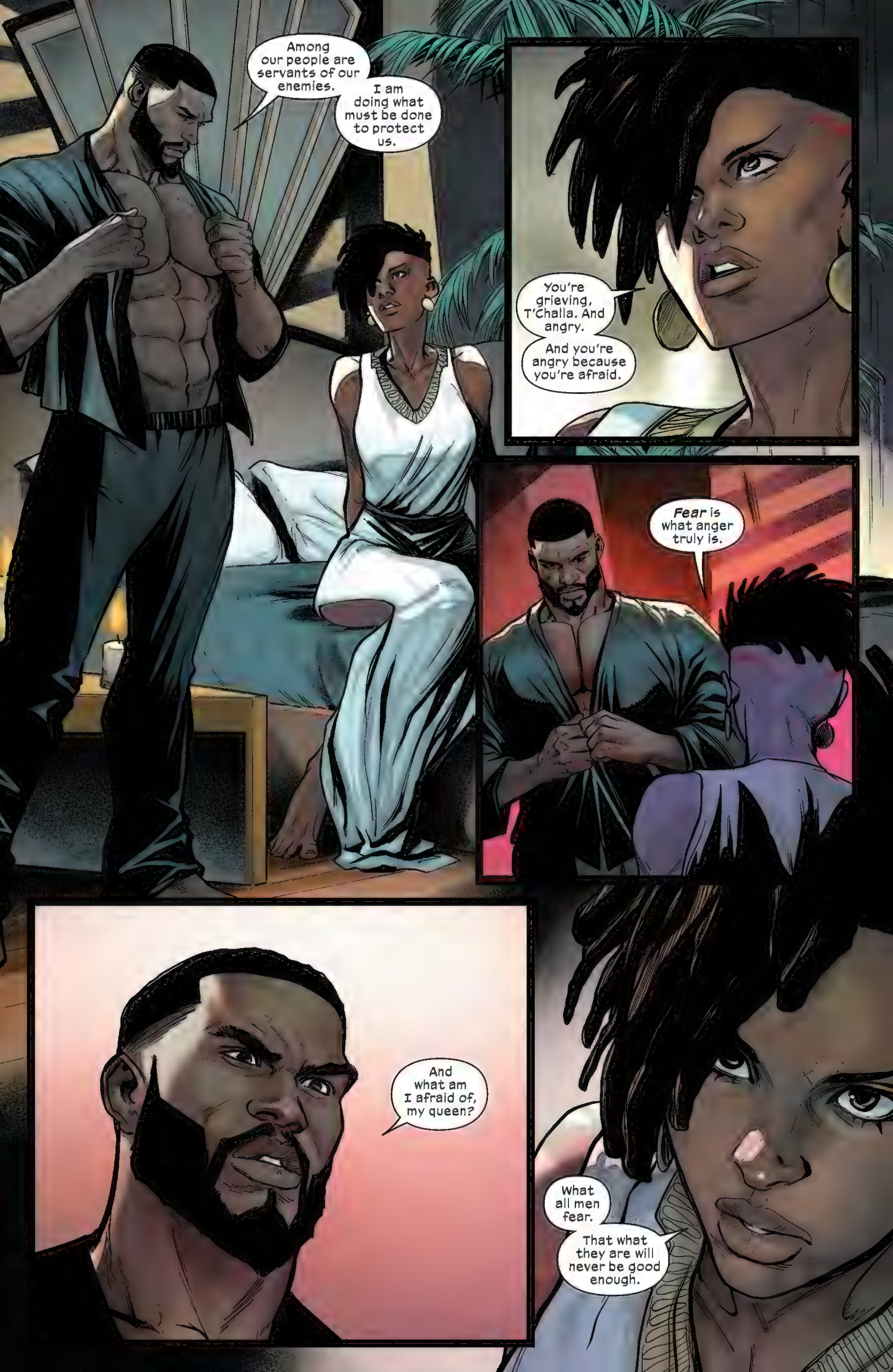
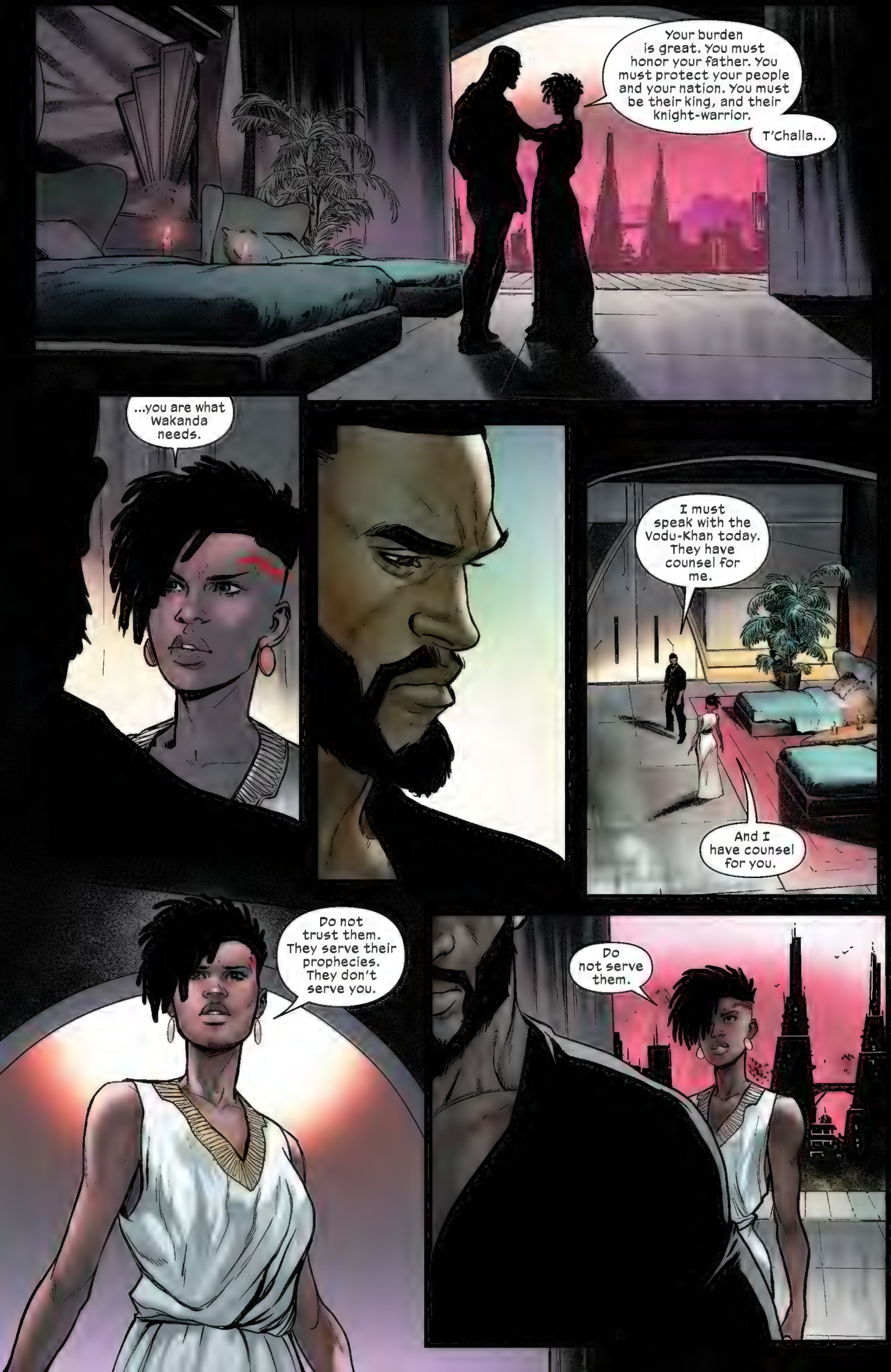
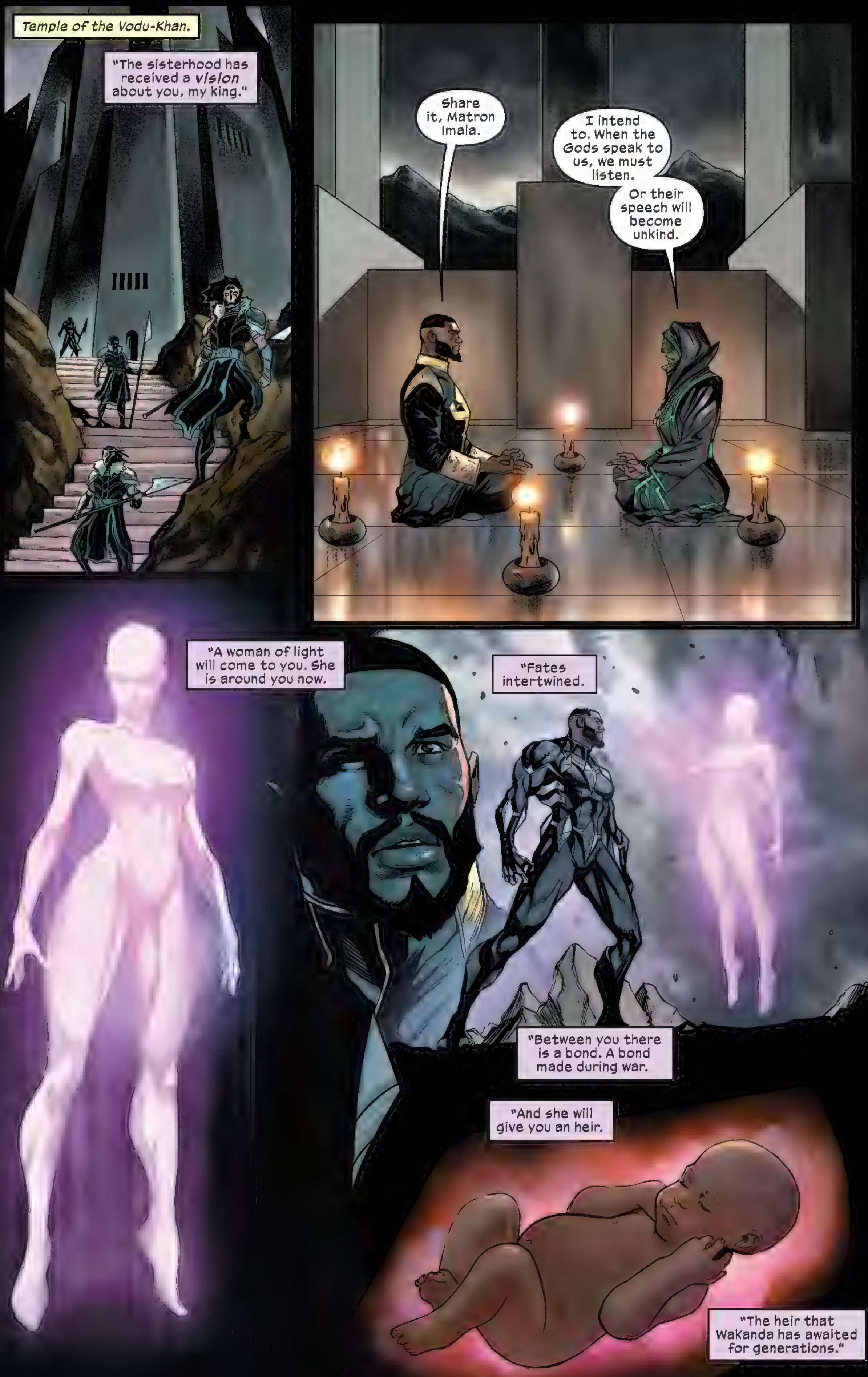
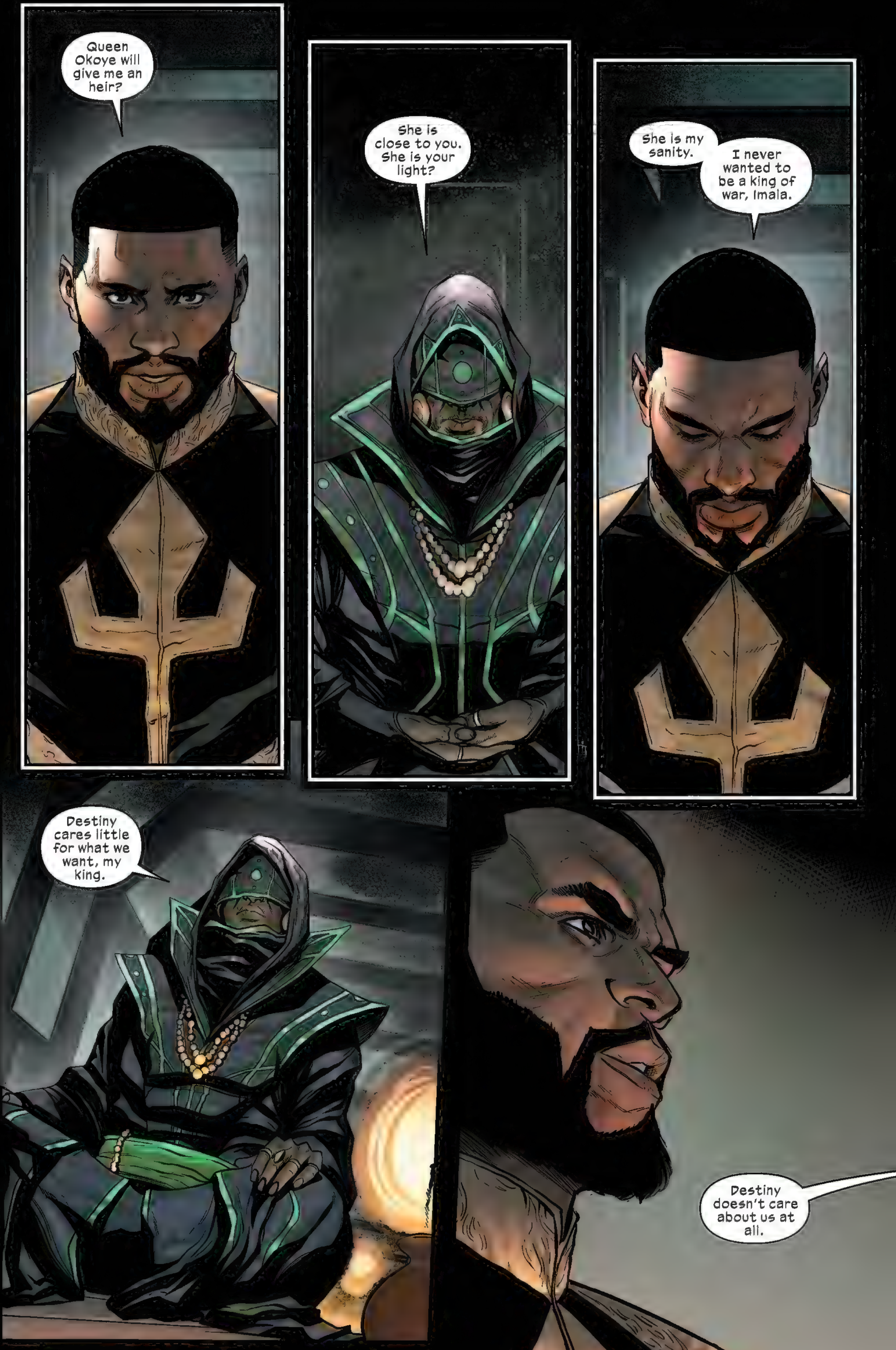

For thirty days...
...Wakanda has lived in fear.
I hear them. When I am among them, they speak to me.
I will root the rot from our kingdom, Okoye. This war will end.
They are not scared of war.
They are scared of *you*.

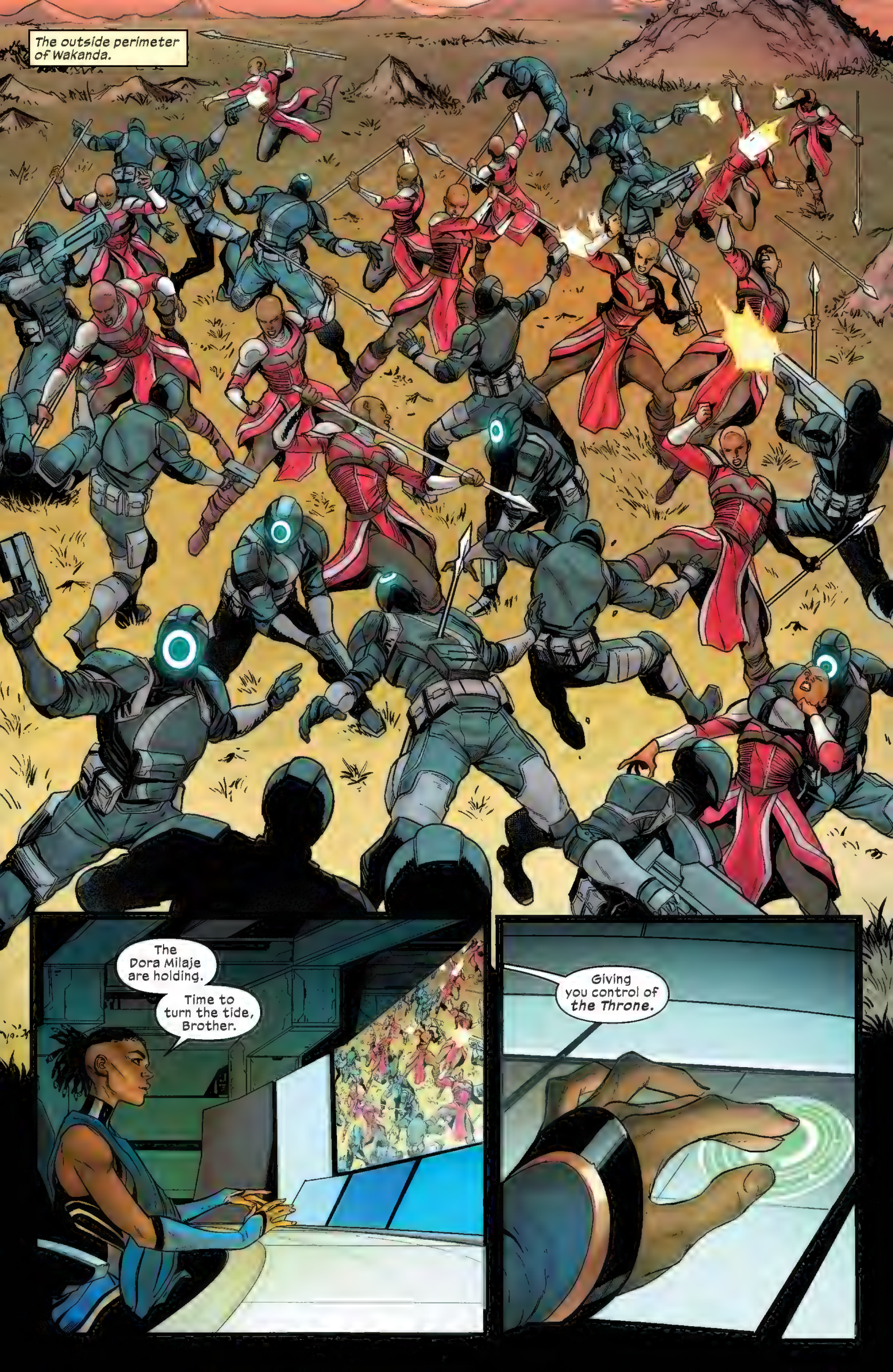

"We are searching each other for enemies.
"Putting our people behind bars.
"Conducting interrogations.
"Our people cannot even grieve your father with our trust."

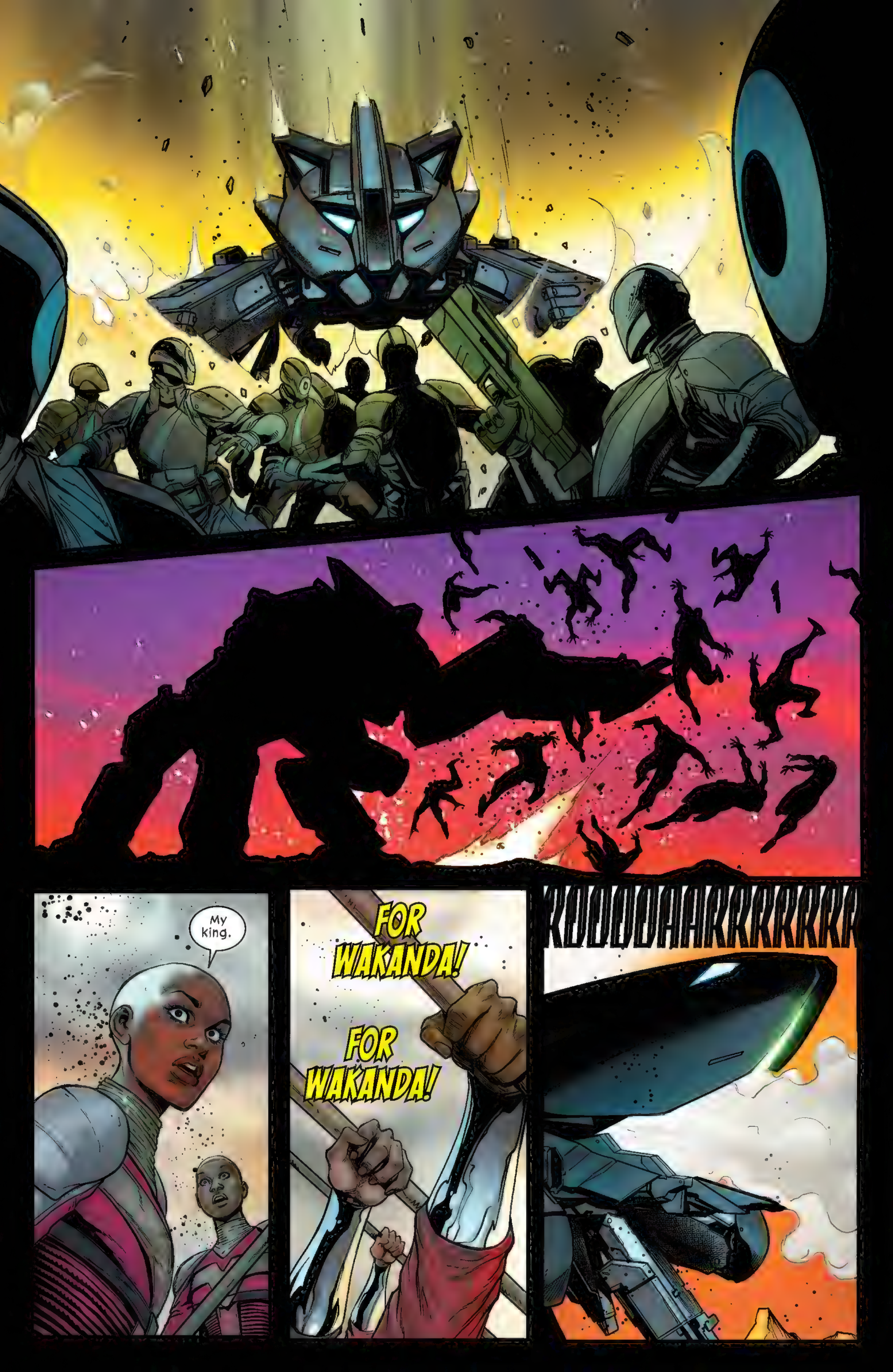

Among our people are servants of our enemies.
I am doing what must be done to protect us.
You're grieving, T'Challa. And angry.
And you're angry because you're afraid.
Fear is what anger truly is.
And what am I afraid of, my queen?
What all men fear.
That what they are will never be good enough.

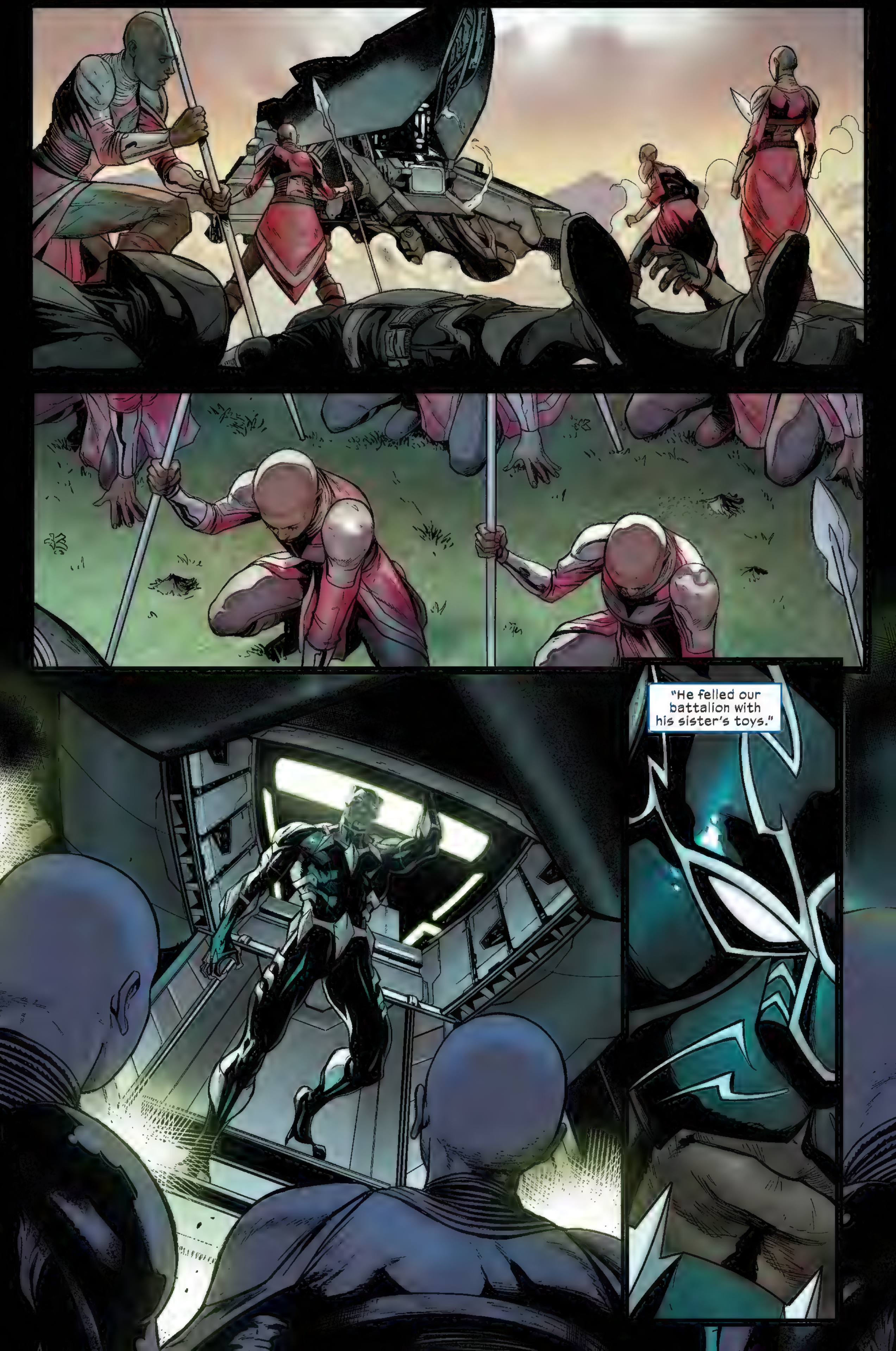

Your burden is great. You must honor your father. You must protect your people and your nation. You must be their king, and their knight-warrior.
T'Challa...
...you are what Wakanda needs.
I must speak with the Vodu-Khan today. They have counsel for me.
And I have counsel for you.
Do not trust them. They serve their prophecies. They don't serve you.
Do not serve them.

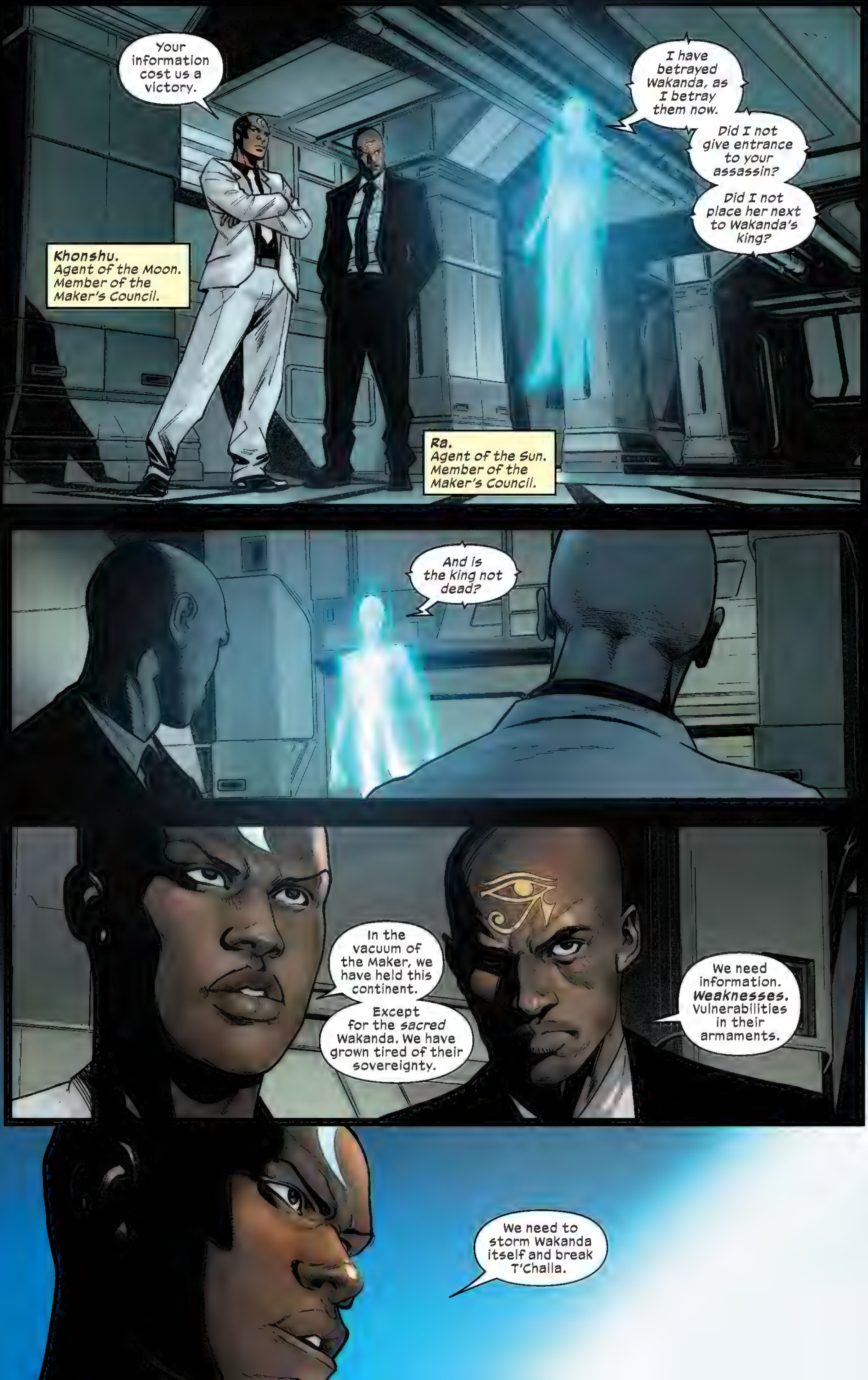

Temple of the Vodu-Khan.
"The sisterhood has received a *vision* about you, my king."
Share it, Matron Imala.
I intend to. When the Gods speak to us, we must listen.
Or their speech will become unkind.
"A woman of light will come to you. She is around you now.
"Fates intertwined.
"Between you there is a bond. A bond made during war.
"And she will give you an heir.
"The heir that Wakanda has awaited for generations."

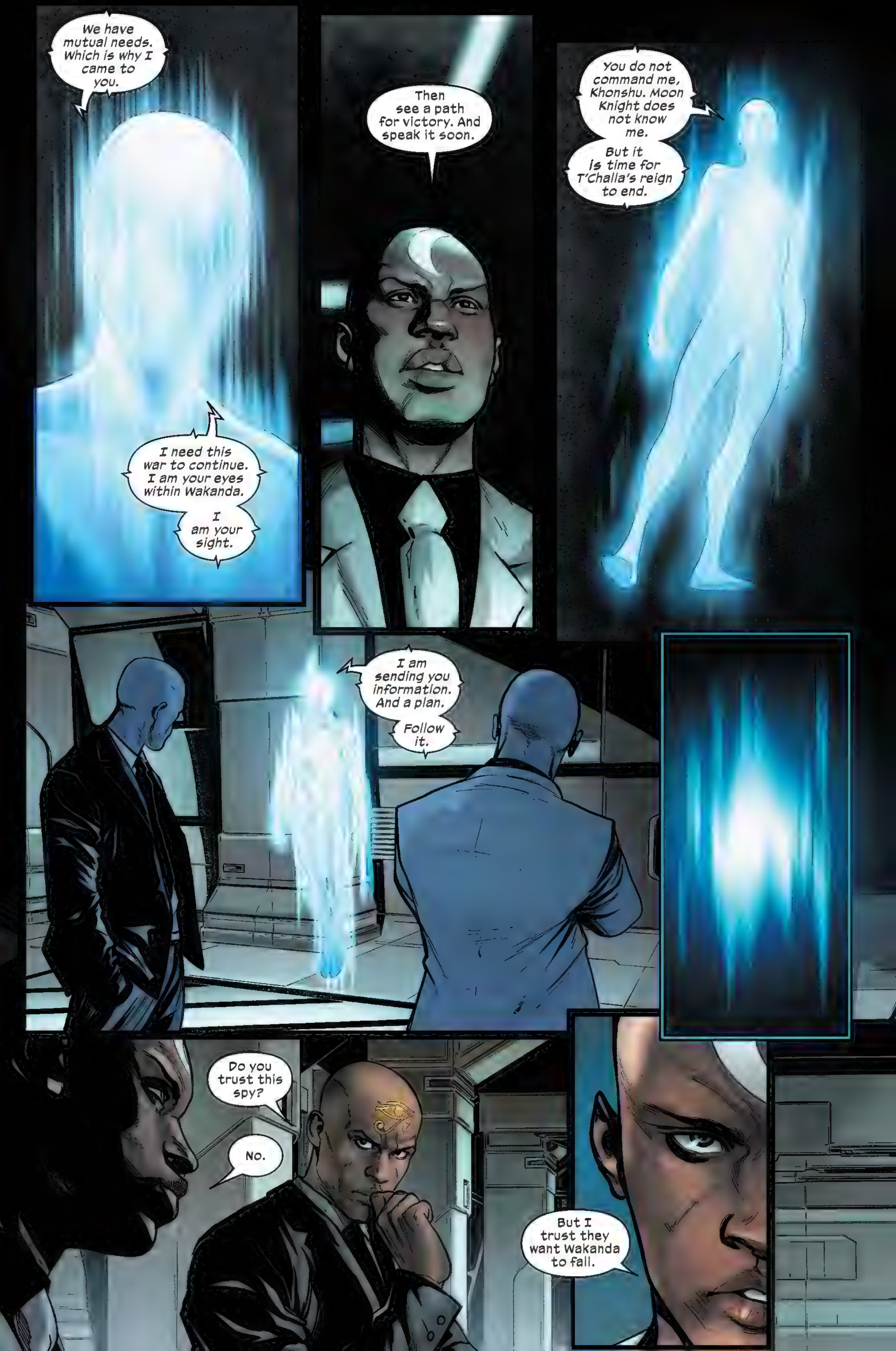

Queen Okoye will give me an heir?
She is close to you. She is your light?
She is my sanity.
I never wanted to be a king of war, Imala.
Destiny cares little for what we want, my king.
Destiny doesn't care about us at all.

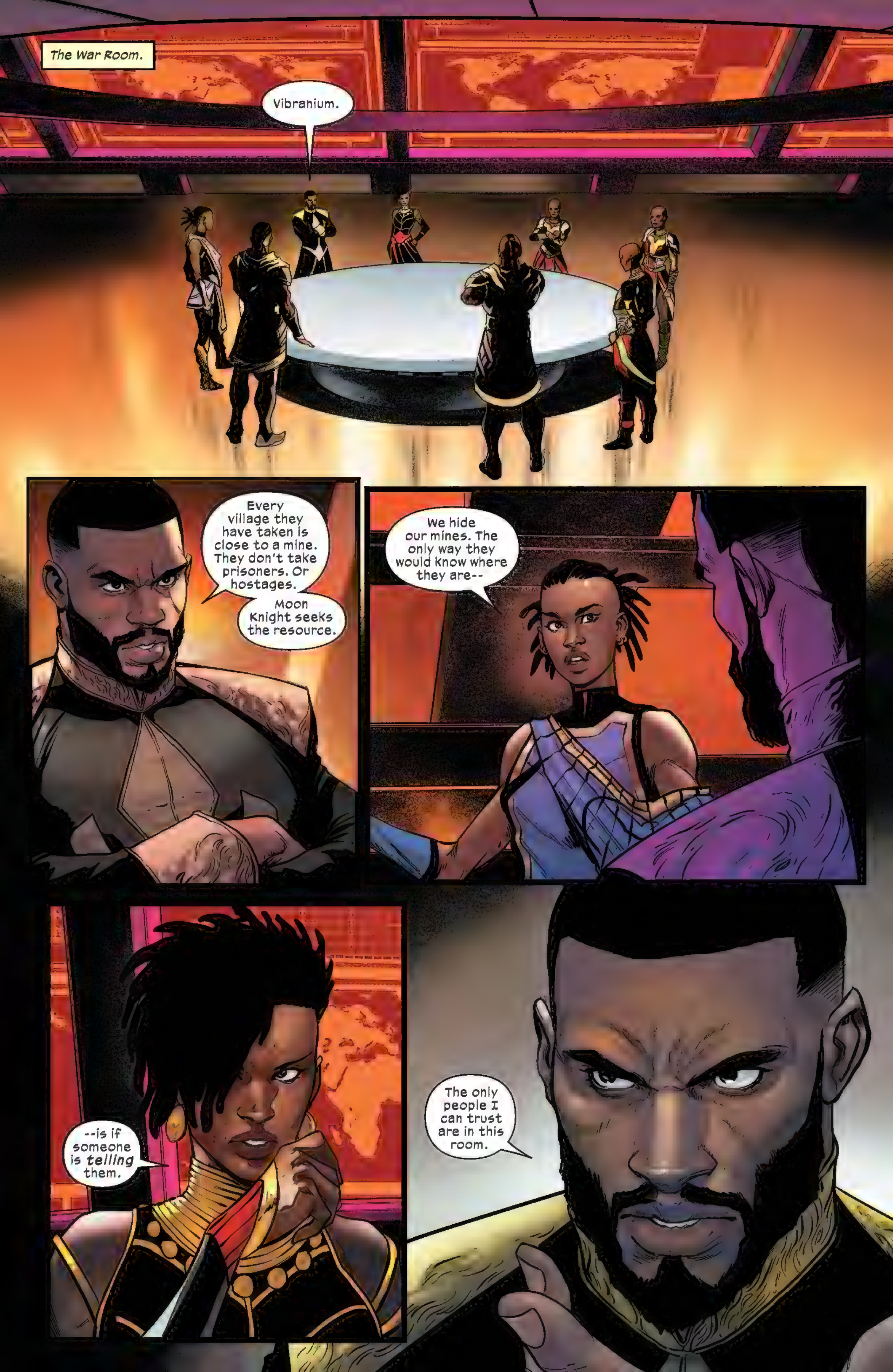

The outside perimeter of Wakanda.
The Dora Milaje are holding.
Time to turn the tide, Brother.
Giving you control of *the Throne.*

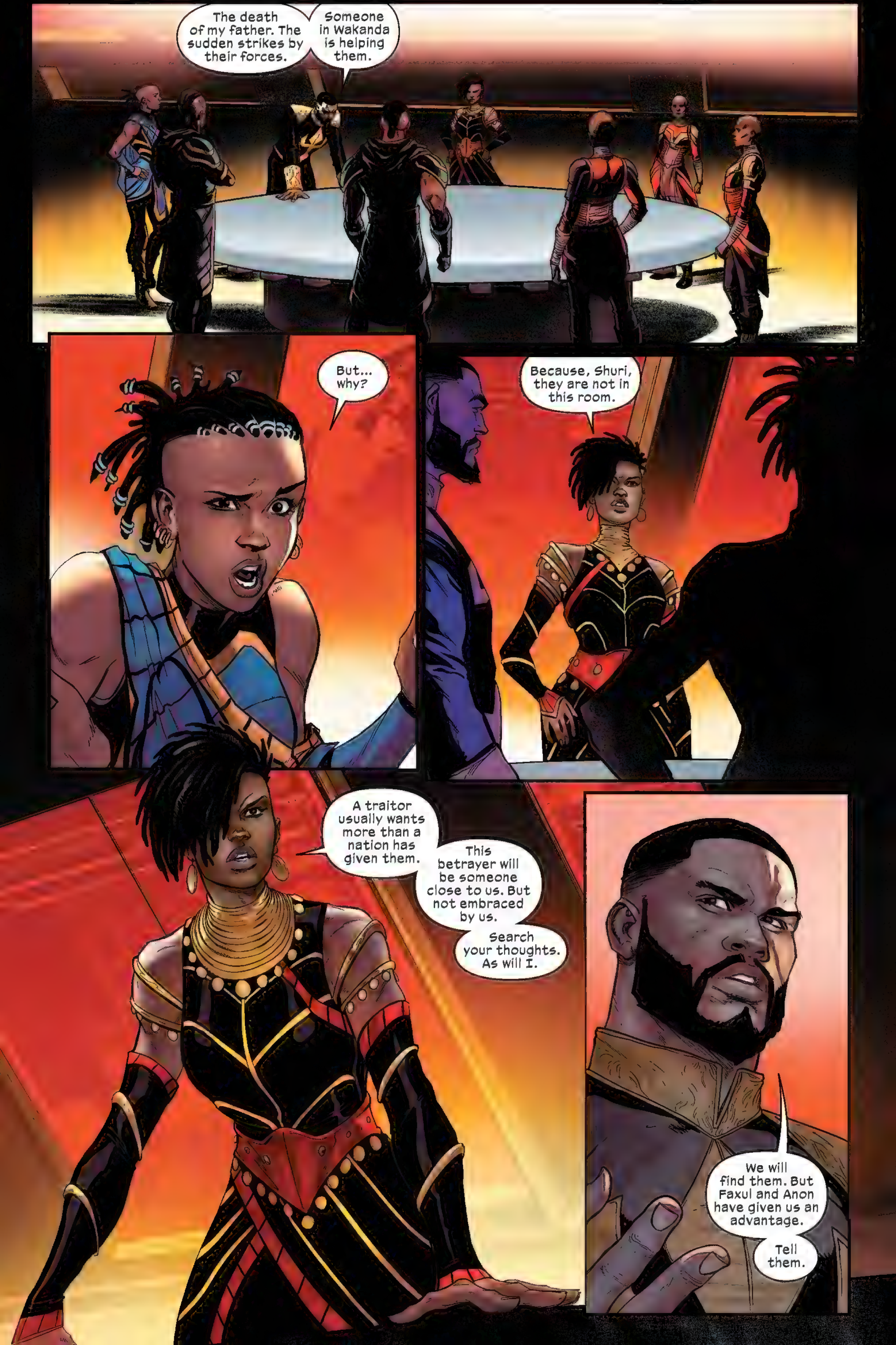

My king.
FOR WAKANDA!
FOR WAKANDA!
ROOOOAARRRRRRRR

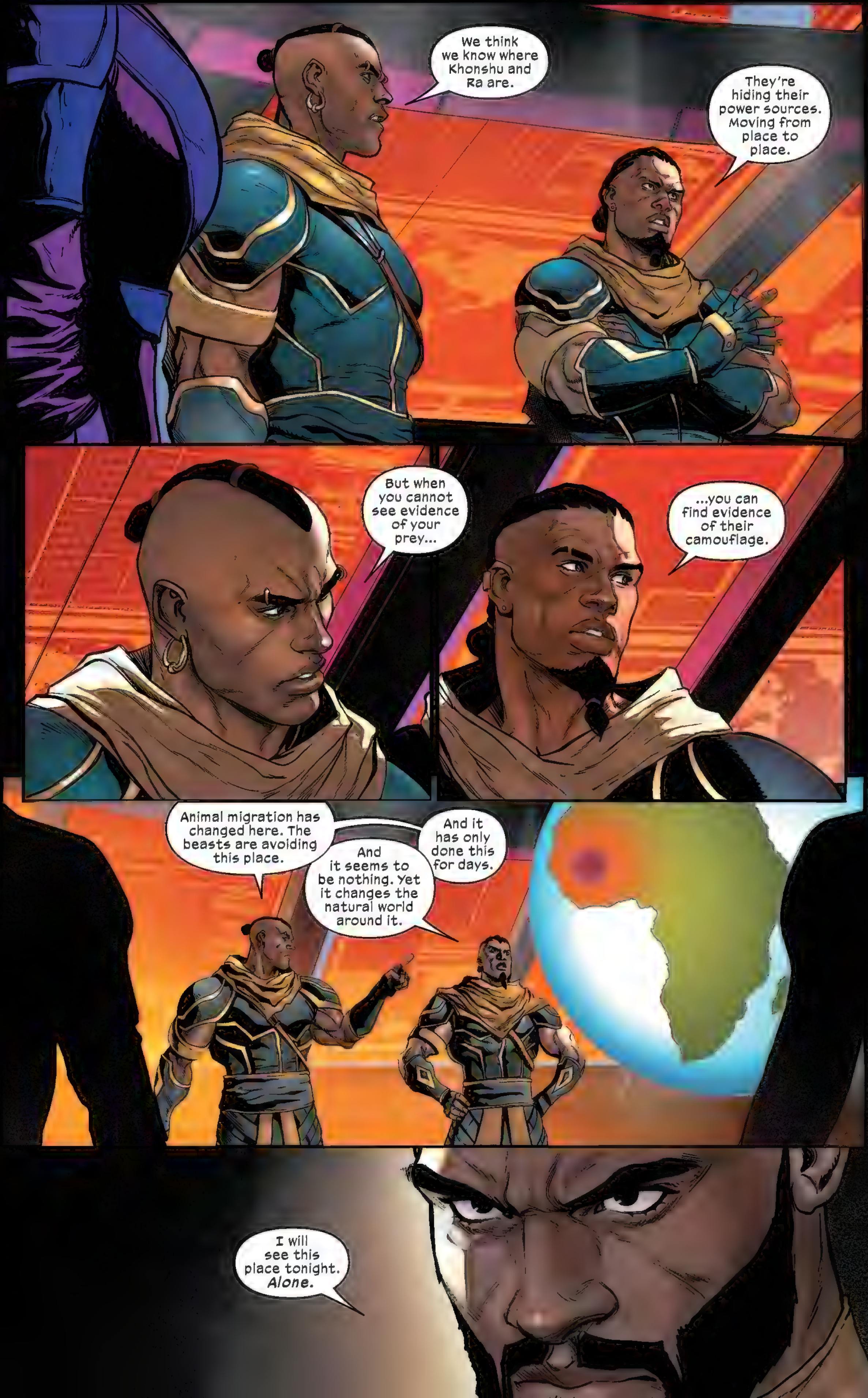

"He felled our battalion with his sister's toys."

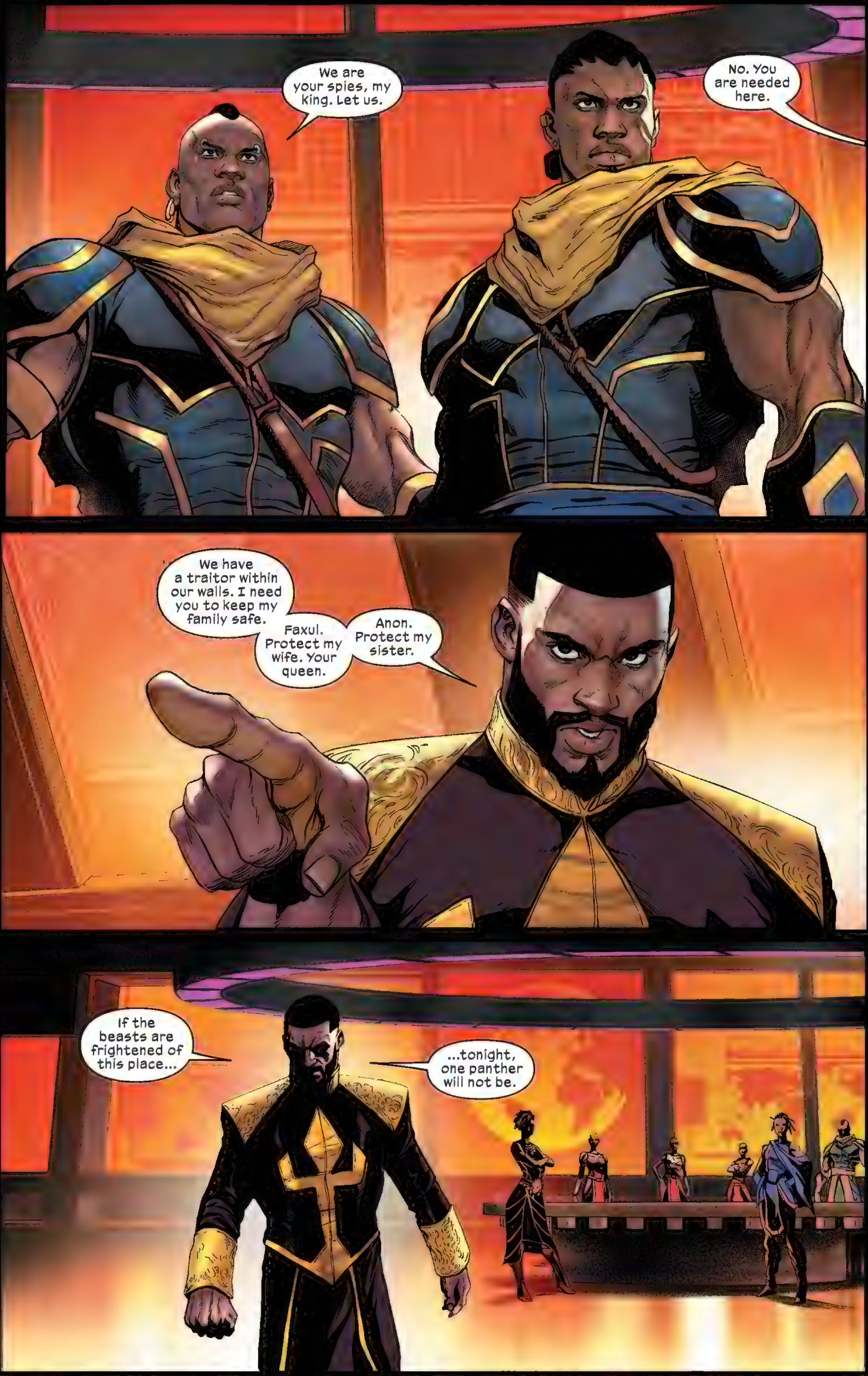

Your information cost us a victory.
Khonshu. Agent of the Moon. Member of the Maker's Council.
I have betrayed Wakanda, as I betray them now.
Did I not give entrance to your assassin?
Did I not place her next to Wakanda's king?
Ra. Agent of the Sun. Member of the Maker's Council.
And is the king not dead?
In the vacuum of the Maker, we have held this continent.
Except for the *sacred* Wakanda. We have grown tired of their sovereignty.
We need information. **Weaknesses.** Vulnerabilities in their armaments.
We need to storm Wakanda itself and break T'Challa.

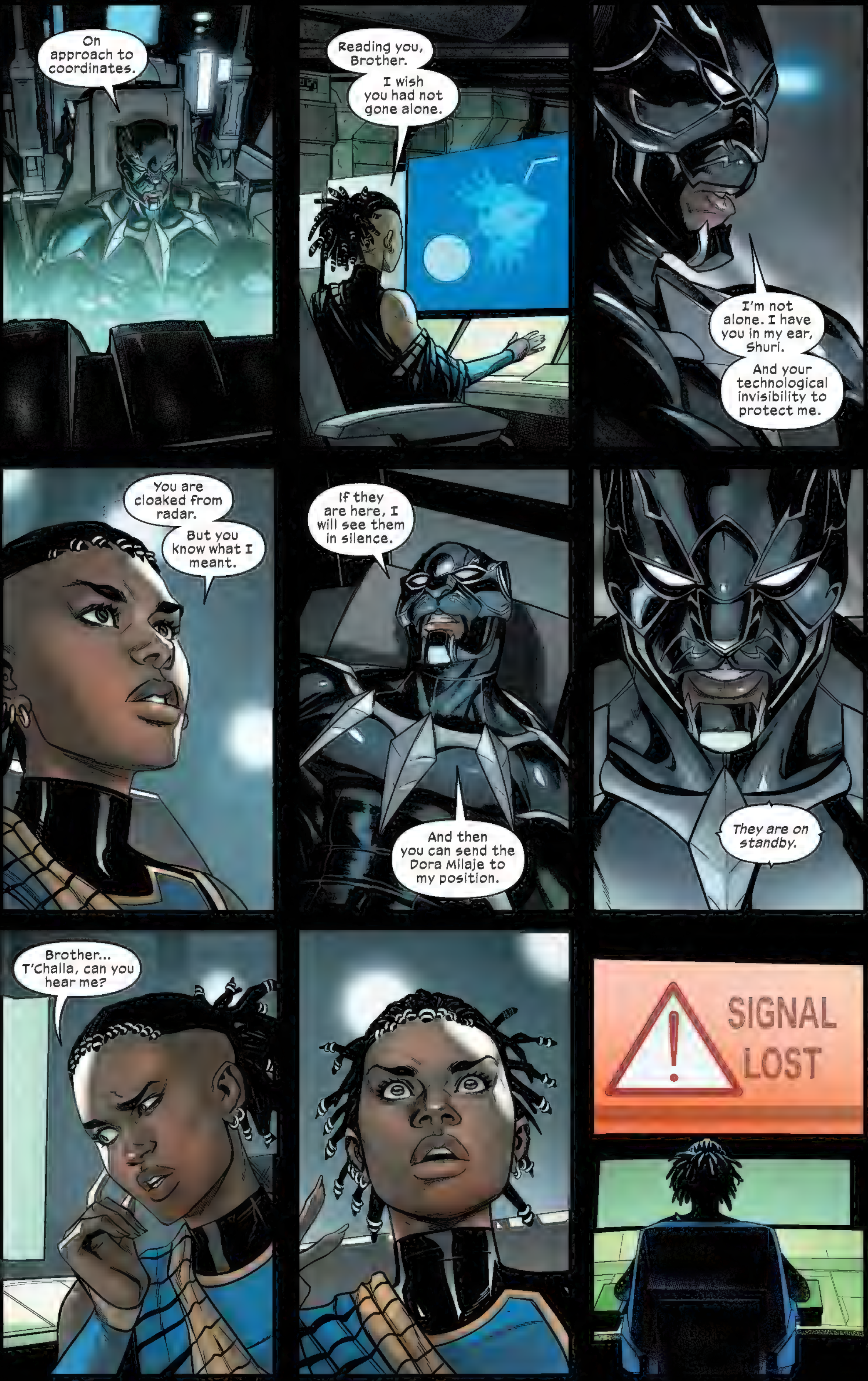

We have mutual needs. Which is why I came to you.
I need this war to continue. I am your eyes within Wakanda.
I am your sight.
Then see a path for victory. And speak it soon.
You do not command me, Khonshu. Moon Knight does not know me.
But it is time for T'Challa's reign to end.
I am sending you information. And a plan.
Follow it.
Do you trust this spy?
No.
But I trust they want Wakanda to fall.

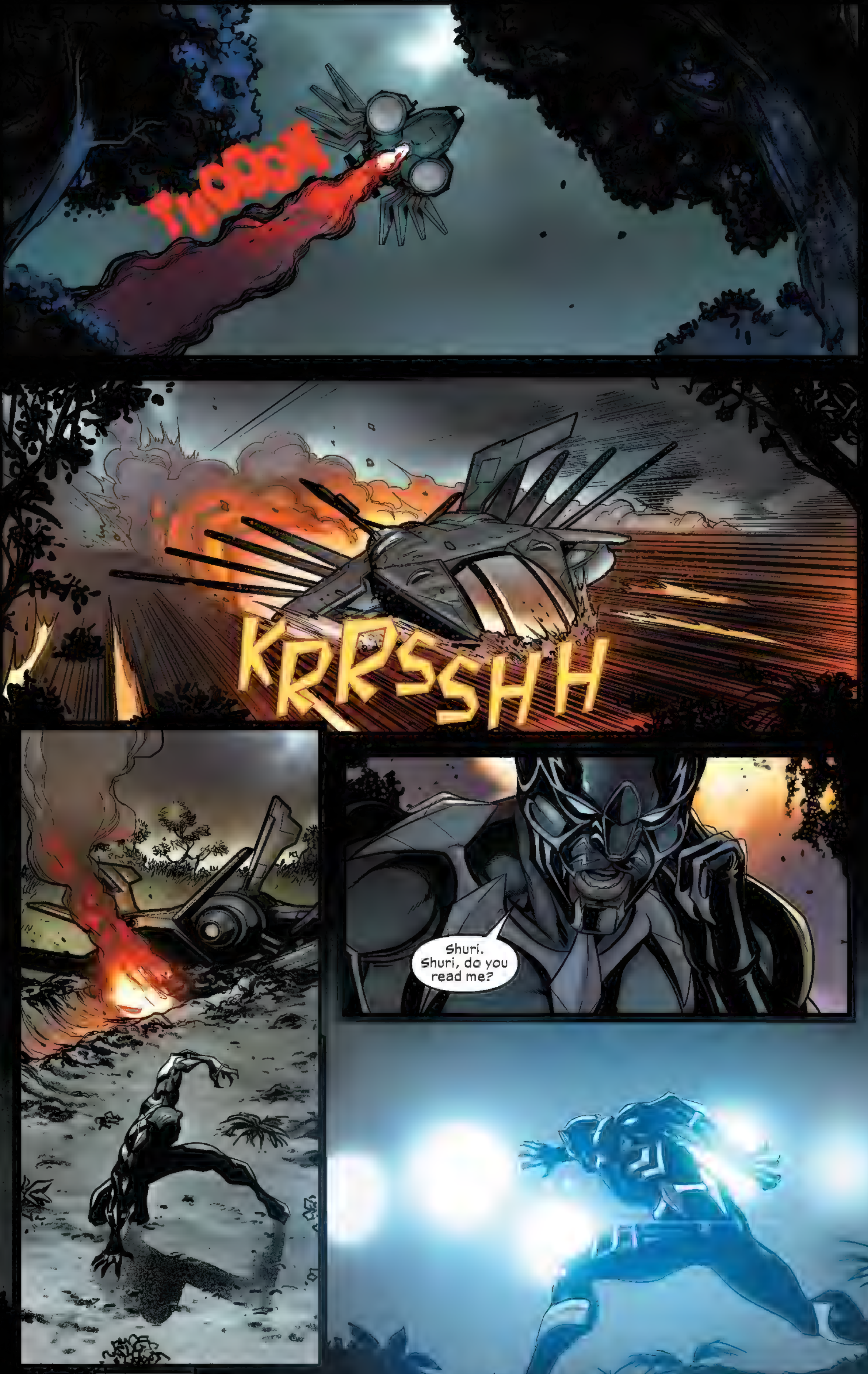

The War Room.
Vibranium.
Every village they have taken is close to a mine. They don't take prisoners. Or hostages.
Moon Knight seeks the resource.
We hide our mines. The only way they would know where they are--
--is if someone is *telling* them.
The only people I can trust are in this room.

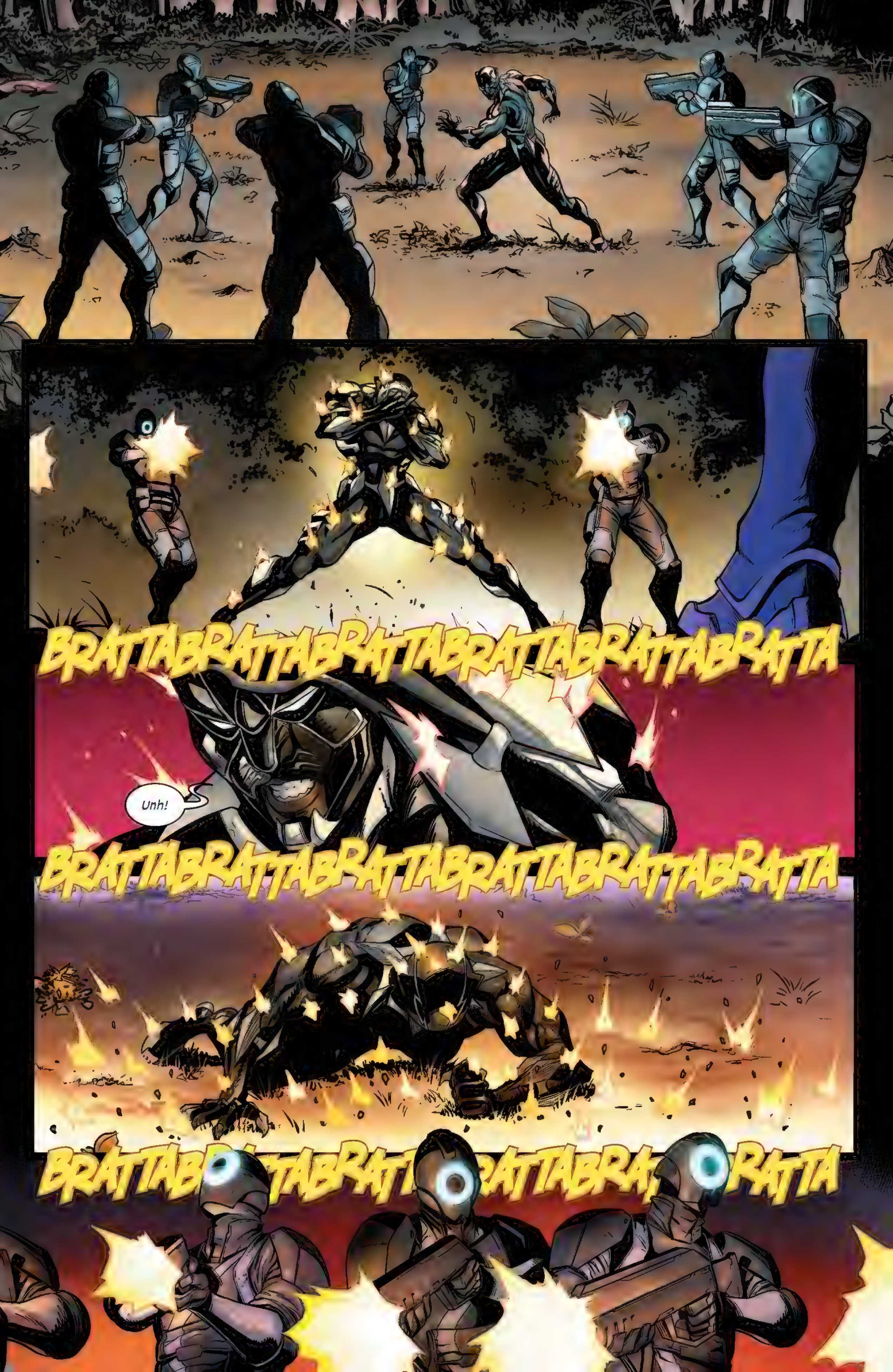

The death of my father. The sudden strikes by their forces.
Someone in Wakanda is helping them.
But... why?
Because, Shuri, they are not in this room.
A traitor usually wants more than a nation has given them.
This betrayer will be someone close to us. But not embraced by us.
Search your thoughts. As will I.
We will find them. But Faxul and Anon have given us an advantage.
Tell them.

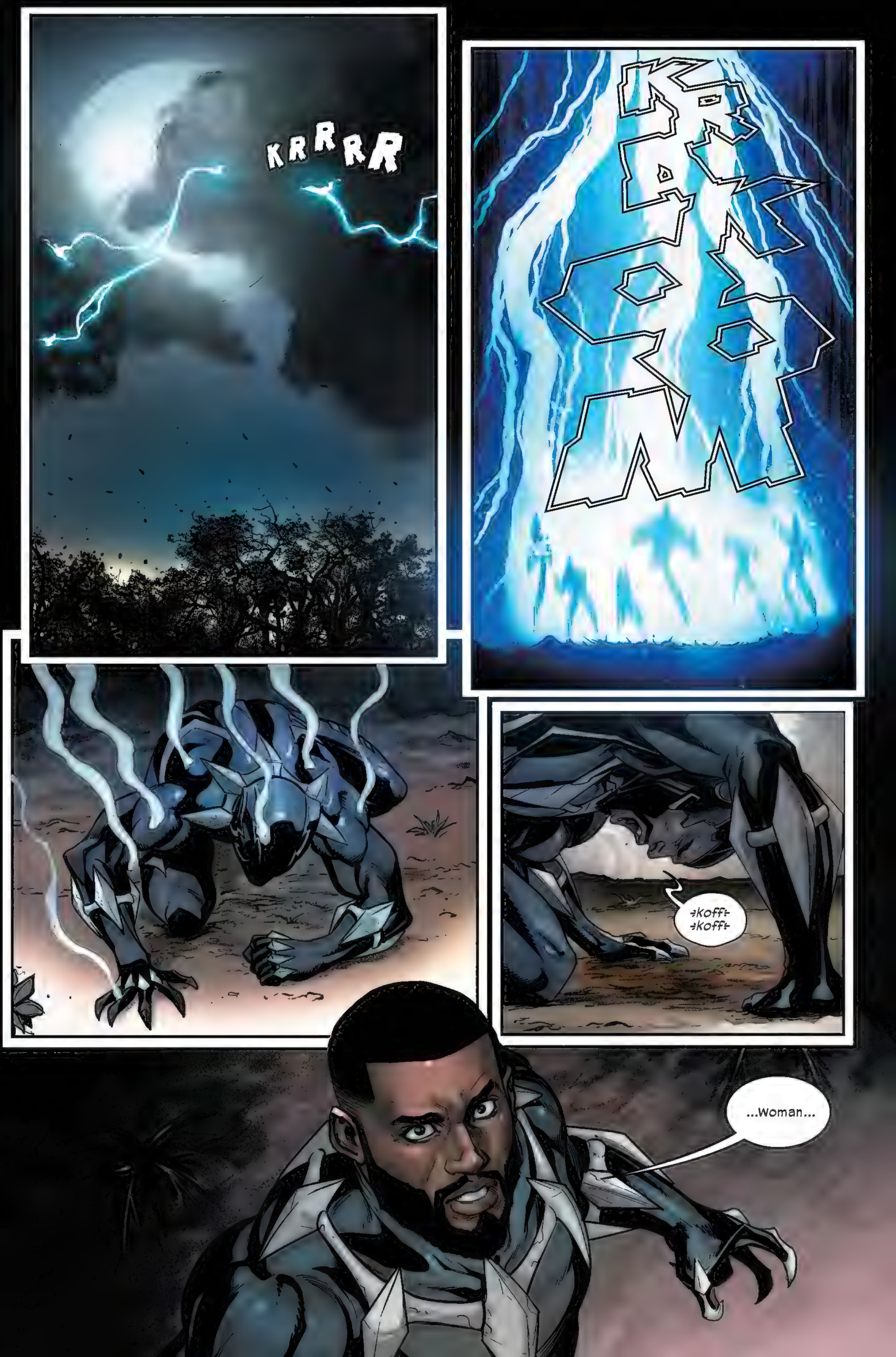

We think we know where Khonshu and Ra are.
They're hiding their power sources. Moving from place to place.
But when you cannot see evidence of your prey...
...you can find evidence of their camouflage.
Animal migration has changed here. The beasts are avoiding this place.
And it has only done this for days.
And it seems to be nothing. Yet it changes the natural world around it.
I will see this place tonight. *Alone.*

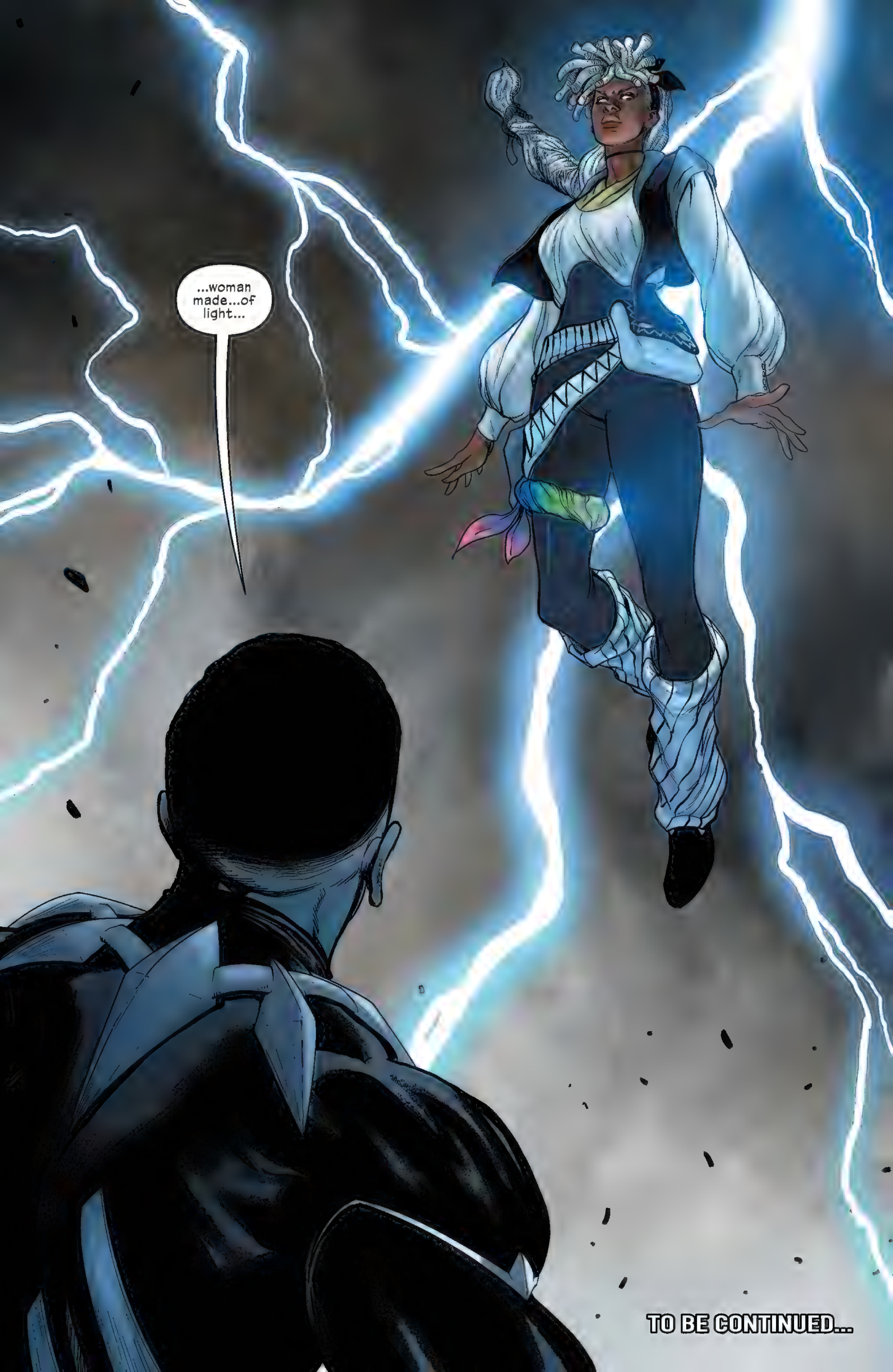

We are your spies, my king. Let us.
No. You are needed here.
We have a traitor within our walls. I need you to keep my family safe.
Anon. Protect my sister.
Faxul. Protect my wife. Your queen.
If the beasts are frightened of this place...
...tonight, one panther will not be.


On approach to coordinates.
Reading you, Brother.
I wish you had not gone alone.
I'm not alone. I have you in my ear, Shuri.
And your technological invisibility to protect me.
You are cloaked from radar.
But you know what I meant.
If they are here, I will see them in silence.
And then you can send the Dora Milaje to my position.
They are on standby.
Brother... T'Challa, can you hear me?
SIGNAL LOST


THOOOM
KRRSSHH
Shuri. Shuri, do you read me?


BRATTABRATTABRATTABRATTABRATTABRATTA
Unh!
BRATTABRATTABRATTABRATTABRATTABRATTA
BRATTAB TABRATT RATTABRA RATTA


KRRRR
KRAKOOM
⊰koff⊱ ⊰koff⊱
...Woman...


...woman made...of light...
TO BE CONTINUED...

NEXT

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ULTIMATE
BLACK PANTHER
3
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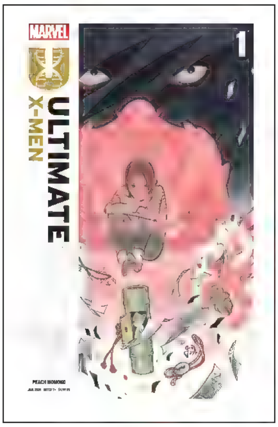
ON SALE IN **APRIL**

MARVEL
ULTIMATE
SPIDER-MAN
3

ULTIMATE SPIDER-MAN #3

BY **JONATHAN HICKMAN**
& **MARCO CHECCHETTO**

ON SALE THIS MONTH


MARVEL
ULTIMATE
X-MEN
1
PEACH MOMOKO

ULTIMATE X-MEN #1

BY
PEACH MOMOKO

ON SALE THIS MONTH

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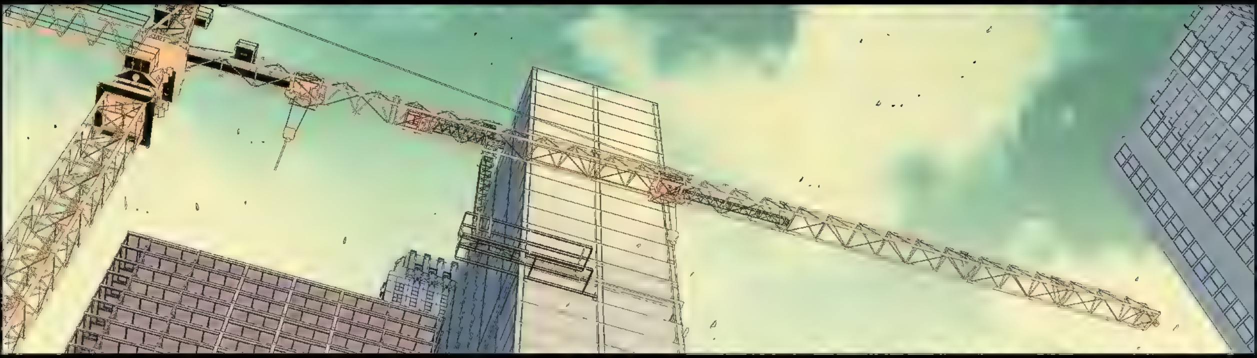
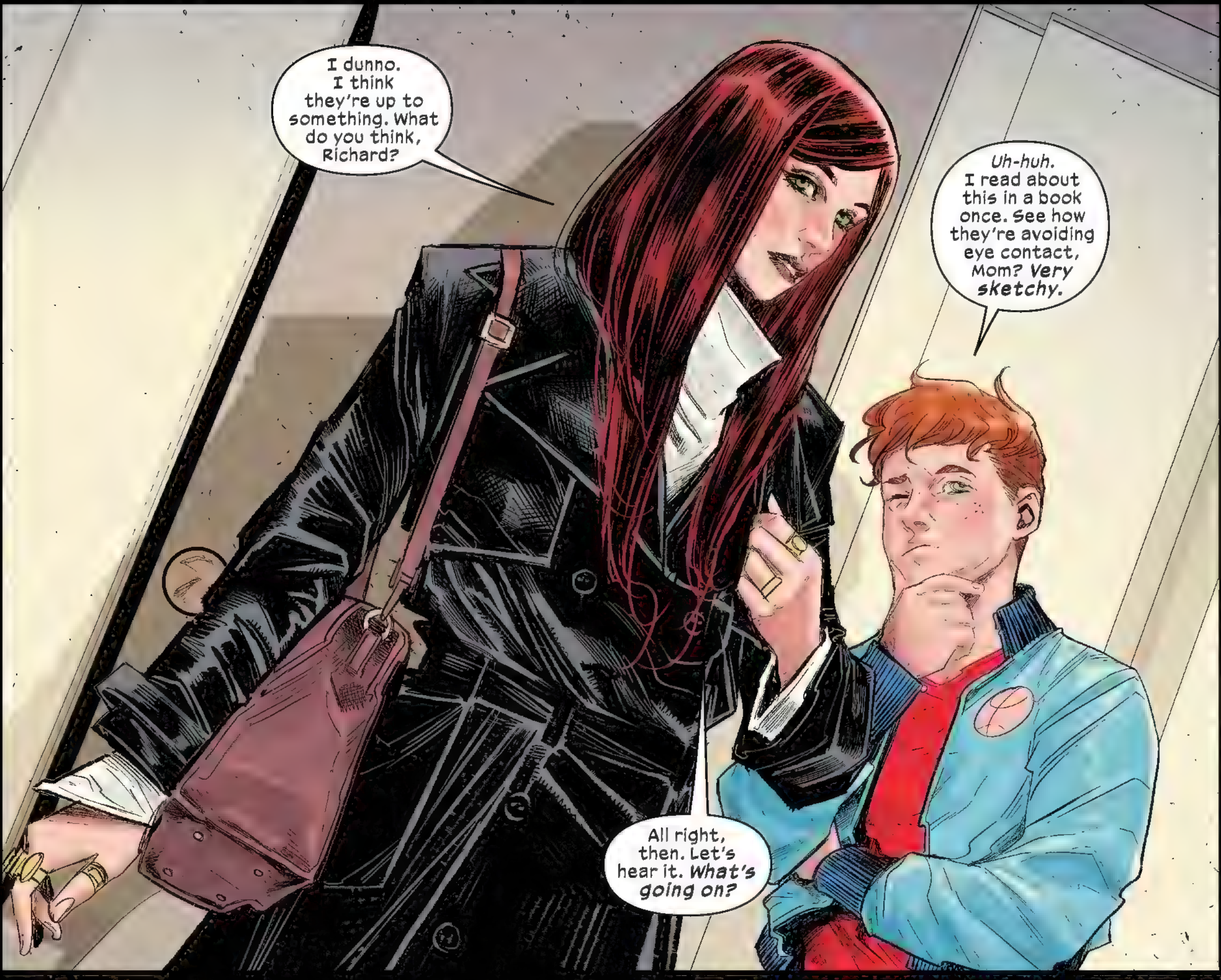
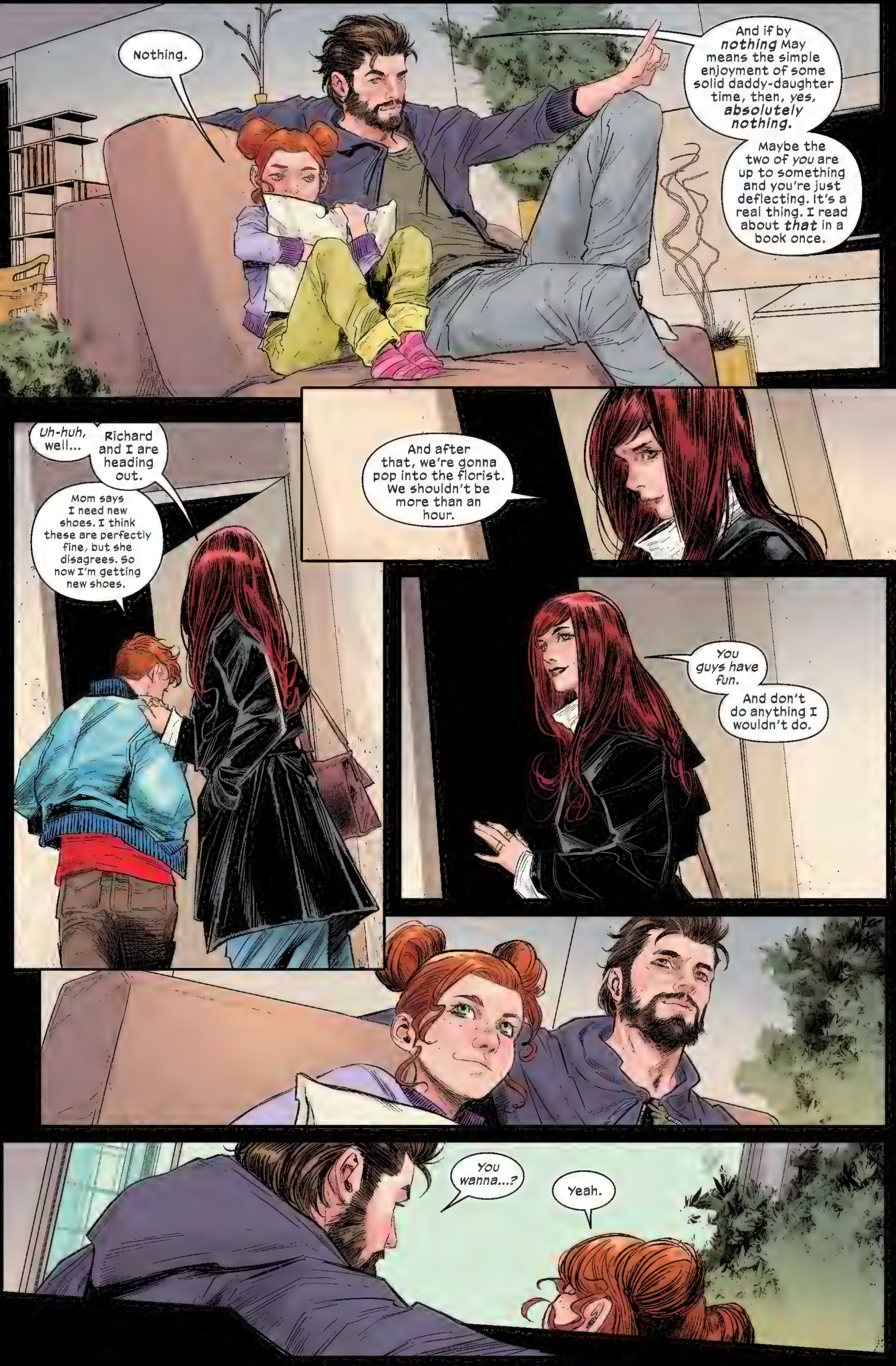
AND MARK YOUR LETTERS **“OKAY TO PRINT”**!



MARCH


I dunno. I think they're up to something. What do you think, Richard?
Uh-huh. I read about this in a book once. See how they're avoiding eye contact, Mom? *Very sketchy.*
All right, then. Let's hear it. *What's going on?*


Nothing.
And if by *nothing* May means the simple enjoyment of some solid daddy-daughter time, then, *yes, absolutely nothing.*
Maybe the two of *you* are up to something and you're just deflecting. It's a real thing. I read about *that* in a book once.
Uh-huh, well...
Richard and I are heading out.
Mom says I need new shoes. I think these are perfectly fine, but she disagrees. So now I'm getting new shoes.
And after that, we're gonna pop into the florist. We shouldn't be more than an hour.
You guys have fun.
And don't do anything I wouldn't do.
You wanna...?
Yeah.

3

Twenty years ago, **THE MAKER** prevented a radioactive spider from biting a young **PETER PARKER**. He likewise prevented the creation of any other super heroes and formed a secret council to rule the world from the shadows.

Two months ago, Peter Parker—now a married father of two—allowed a radioactive spider to bite him after **TONY STARK** sent Peter a picotech suit, the spider and warnings of **THE MAKER'S COUNCIL**. Since then, Peter has used his incredible new abilities to pursue the truth of the world, while his uncle, **BEN PARKER**, pursues it through investigative journalism after leaving the corrupt *Daily Bugle*, owned by **WILSON FISK**.

The one hitch in Peter's heroism? His daughter, **MAY PARKER**, has discovered his secret identity…

WRITER: **JONATHAN HICKMAN**
ARTIST: **MARCO CHECCHETTO**

COLOR ARTIST: **MATTHEW WILSON**
LETTERER: **VC's CORY PETIT**
COVER ARTISTS: **MARCO CHECCHETTO**
& MATTHEW WILSON
VARIANT
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EDITOR: **WIL MOSS**
EDITOR IN CHIEF: **C.B. CEBULSKI**

SPIDER-MAN CREATED BY **STAN LEE** & **STEVE DITKO**

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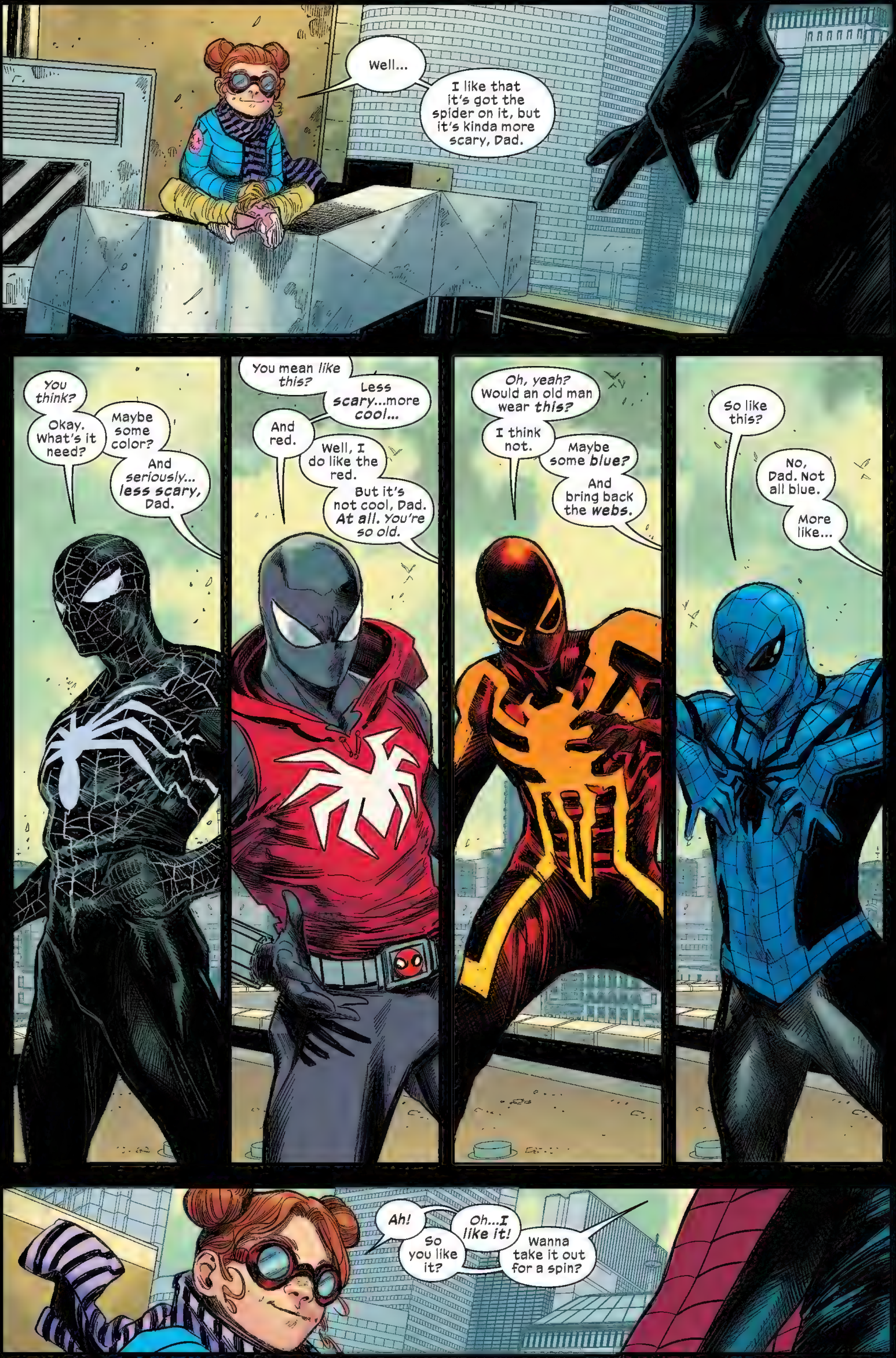
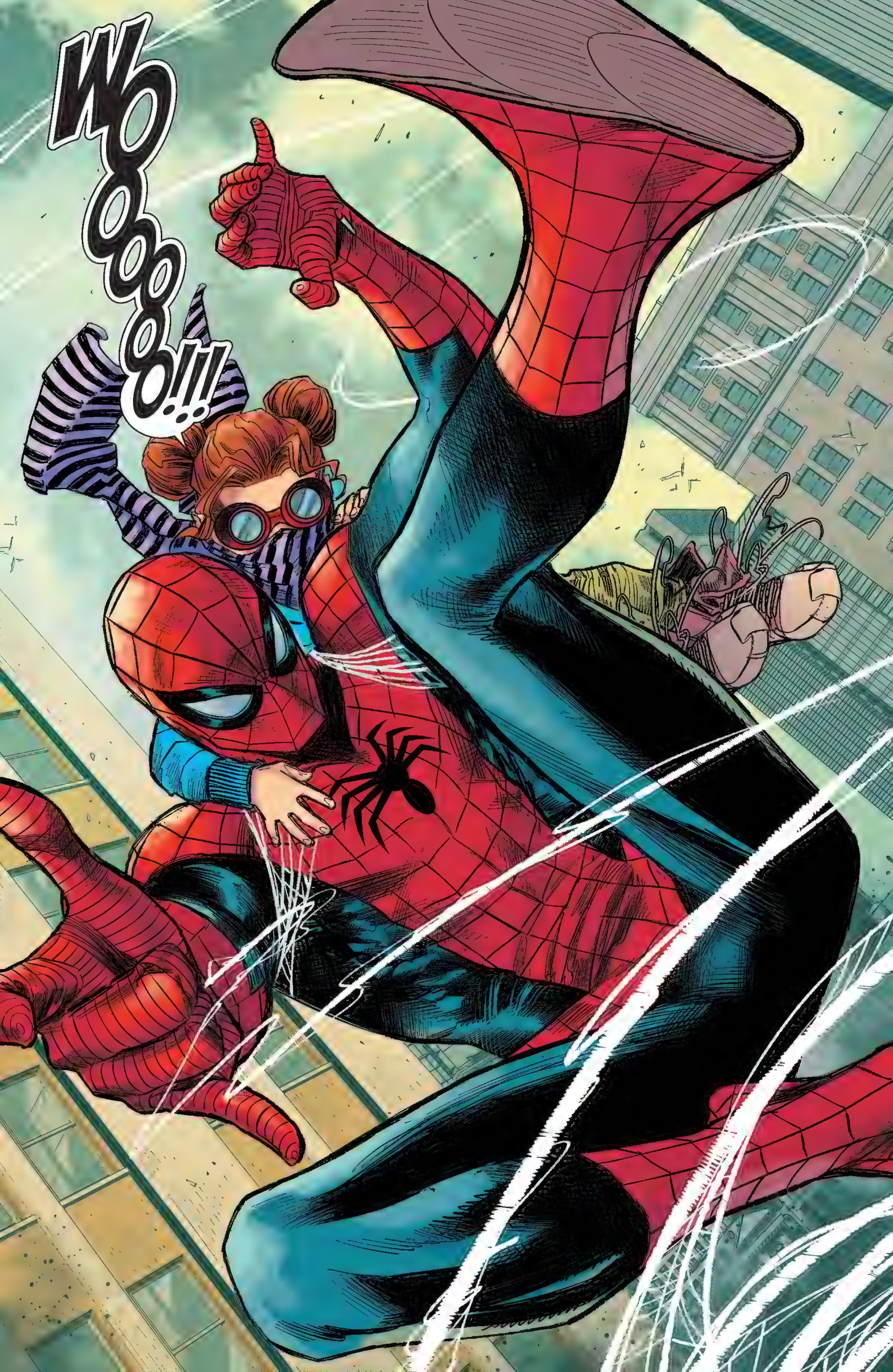
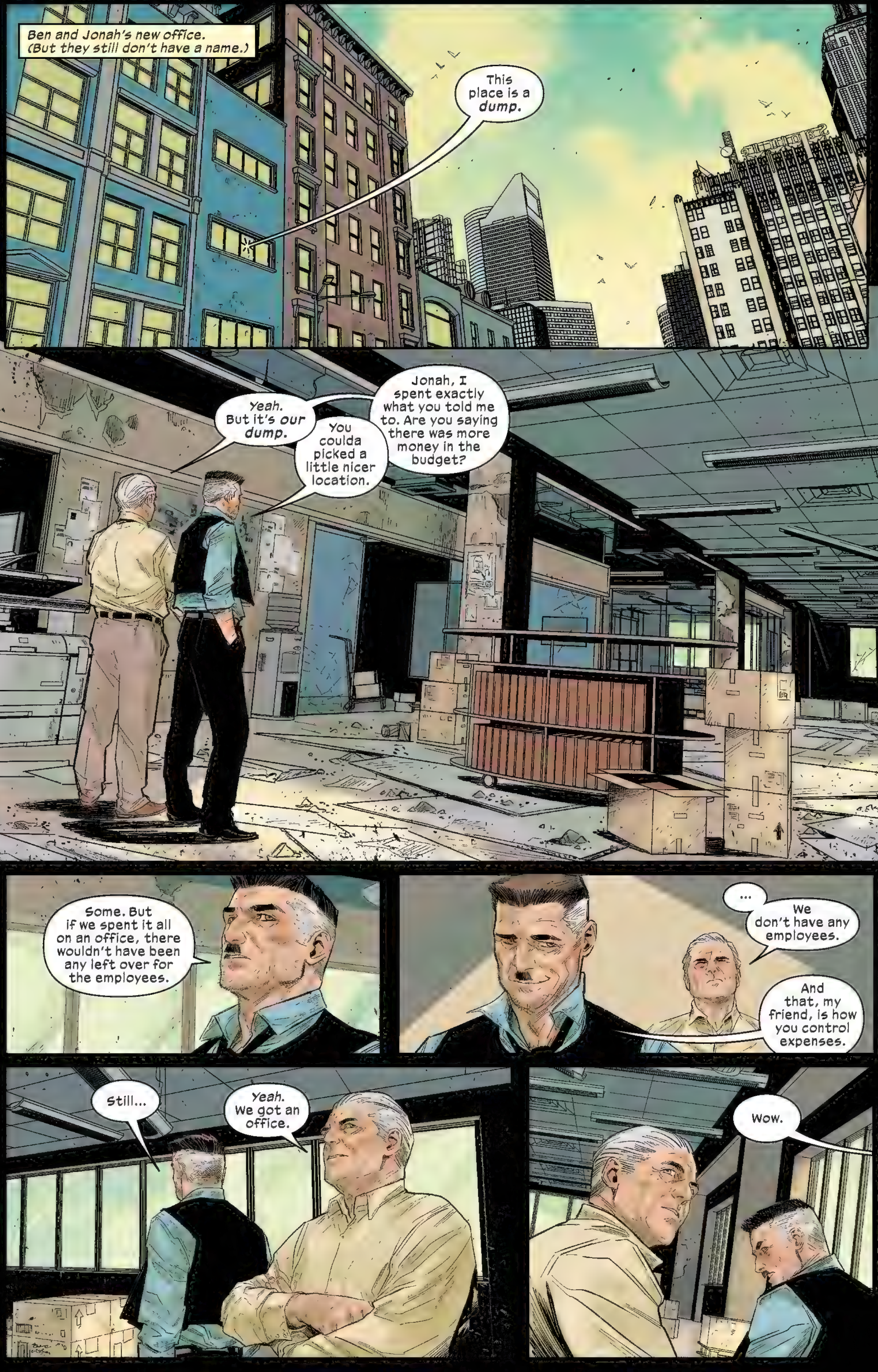
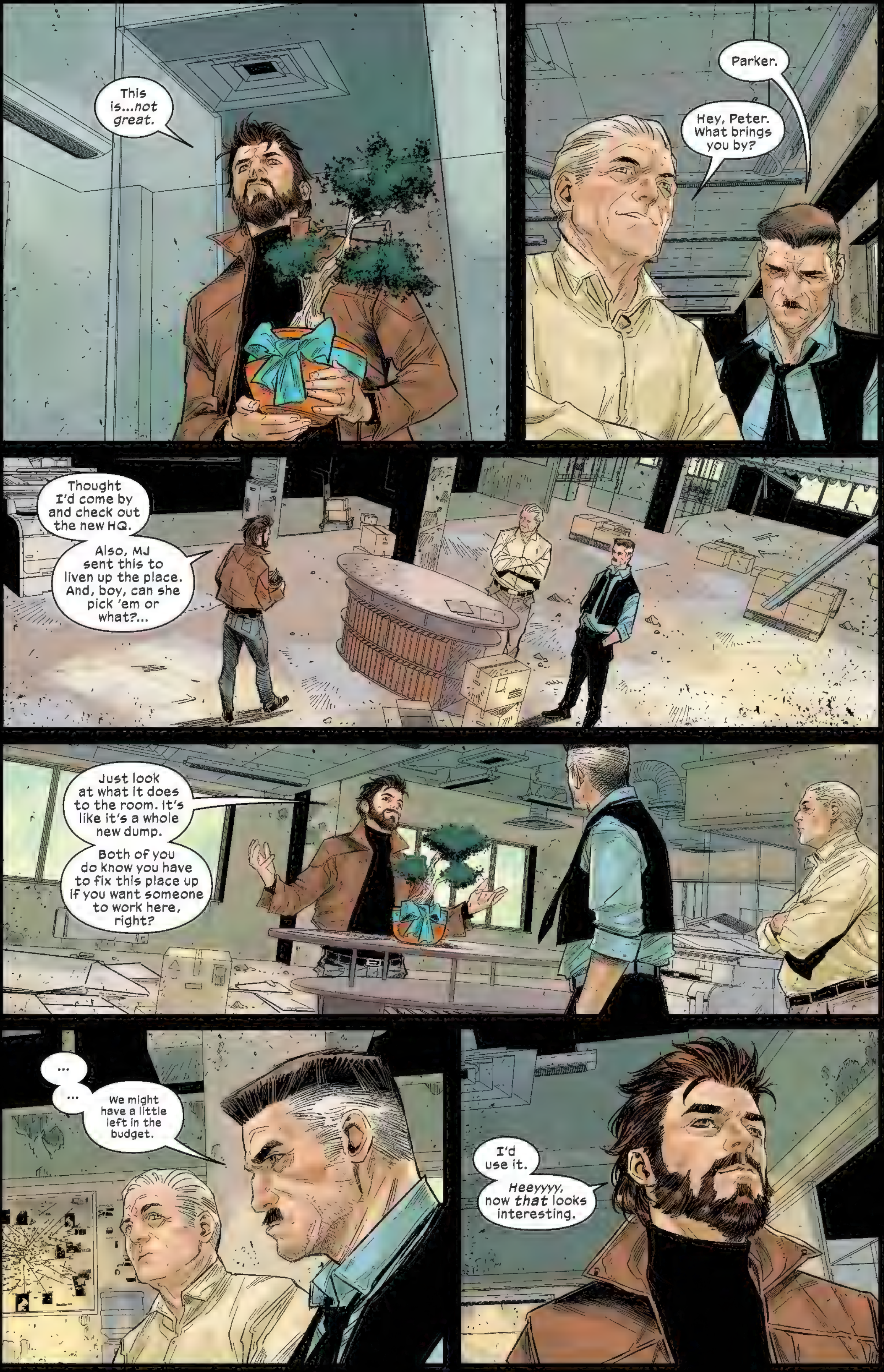
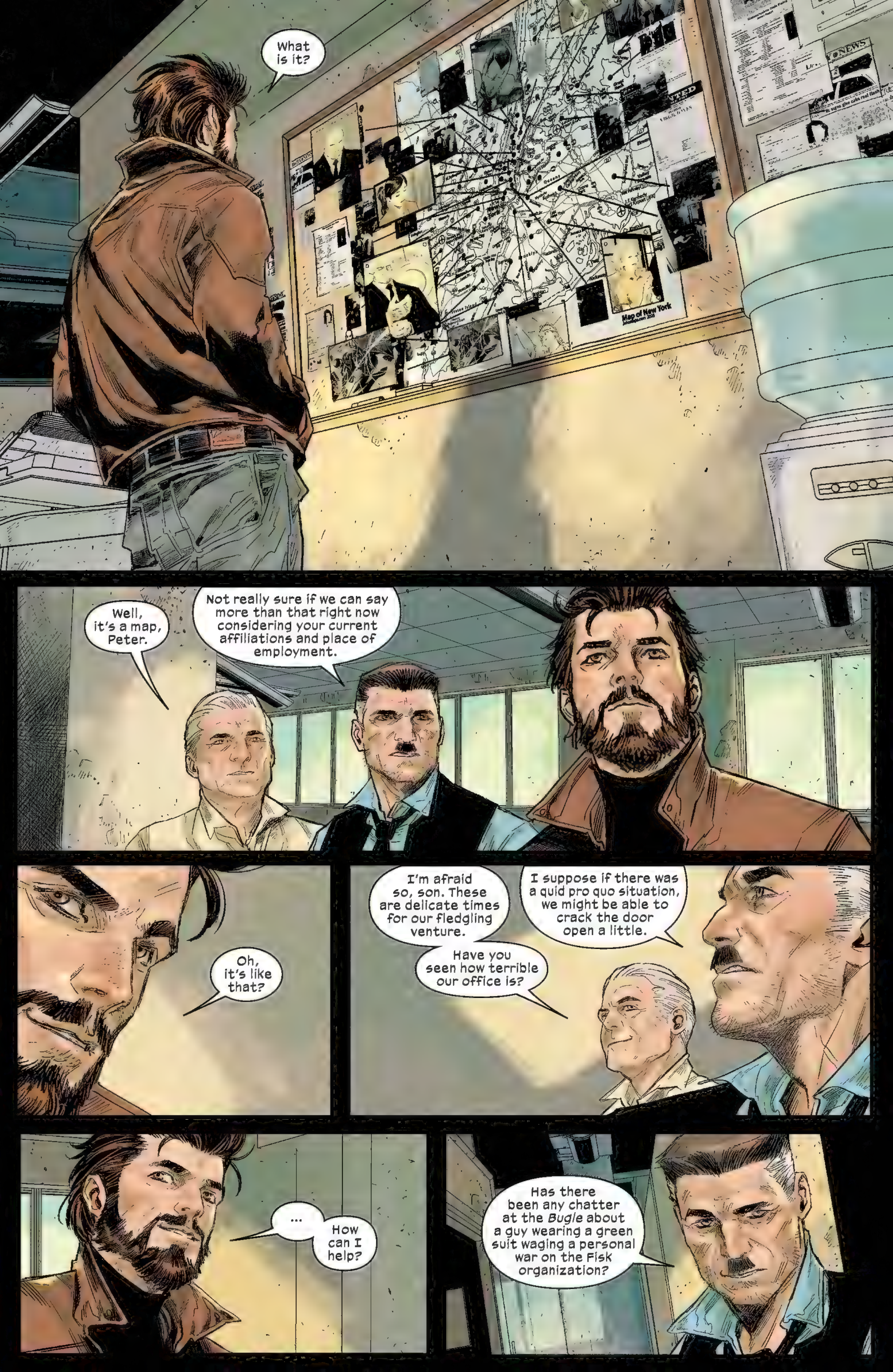
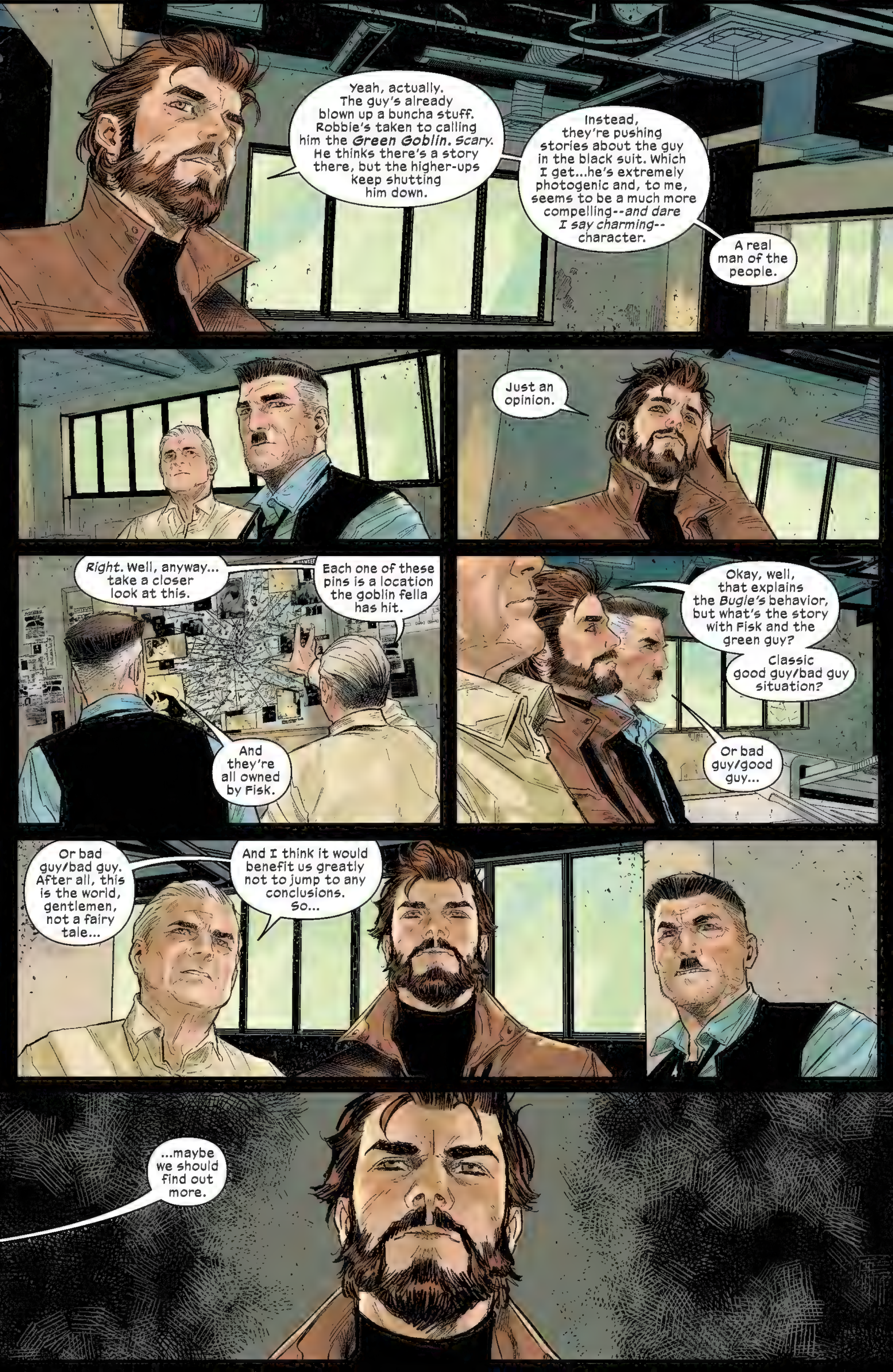

Well...
I like that it's got the spider on it, but it's kinda more scary, Dad.
You think?
Okay. What's it need?
Maybe some color?
And seriously... *less scary*, Dad.
You mean *like this?*
Less *scary*...more *cool*...
And red.
Well, I do like the red.
But it's not cool, Dad. *At all.* You're so old.
Oh, yeah? Would an old man wear *this?*
I think not.
Maybe some *blue?*
And bring back the *webs.*
So like this?
No, Dad. Not all blue.
More like...
Ah!
So you like it?
Oh...I like it!
Wanna take it out for a spin?

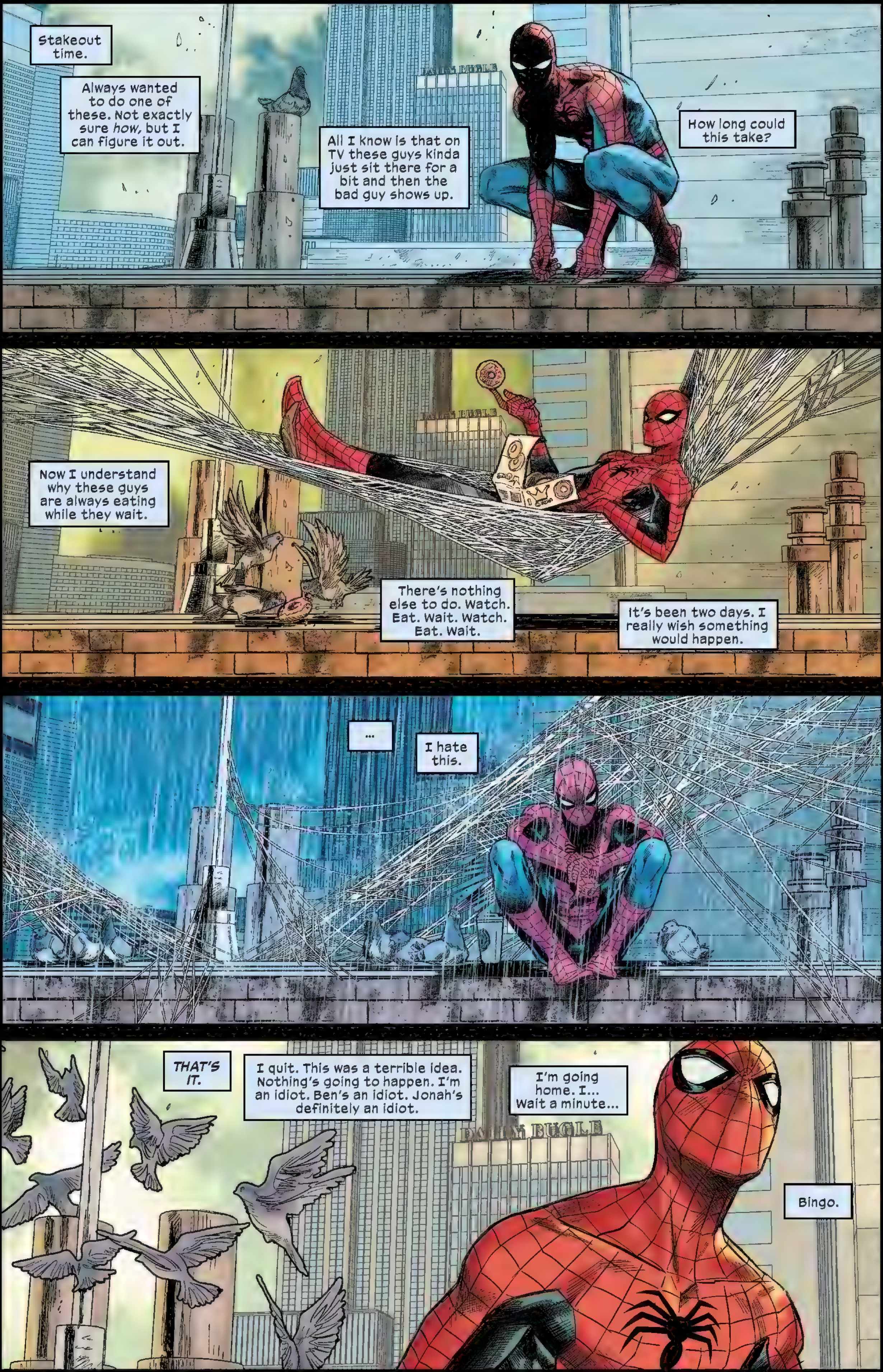

WOOOOO!!!

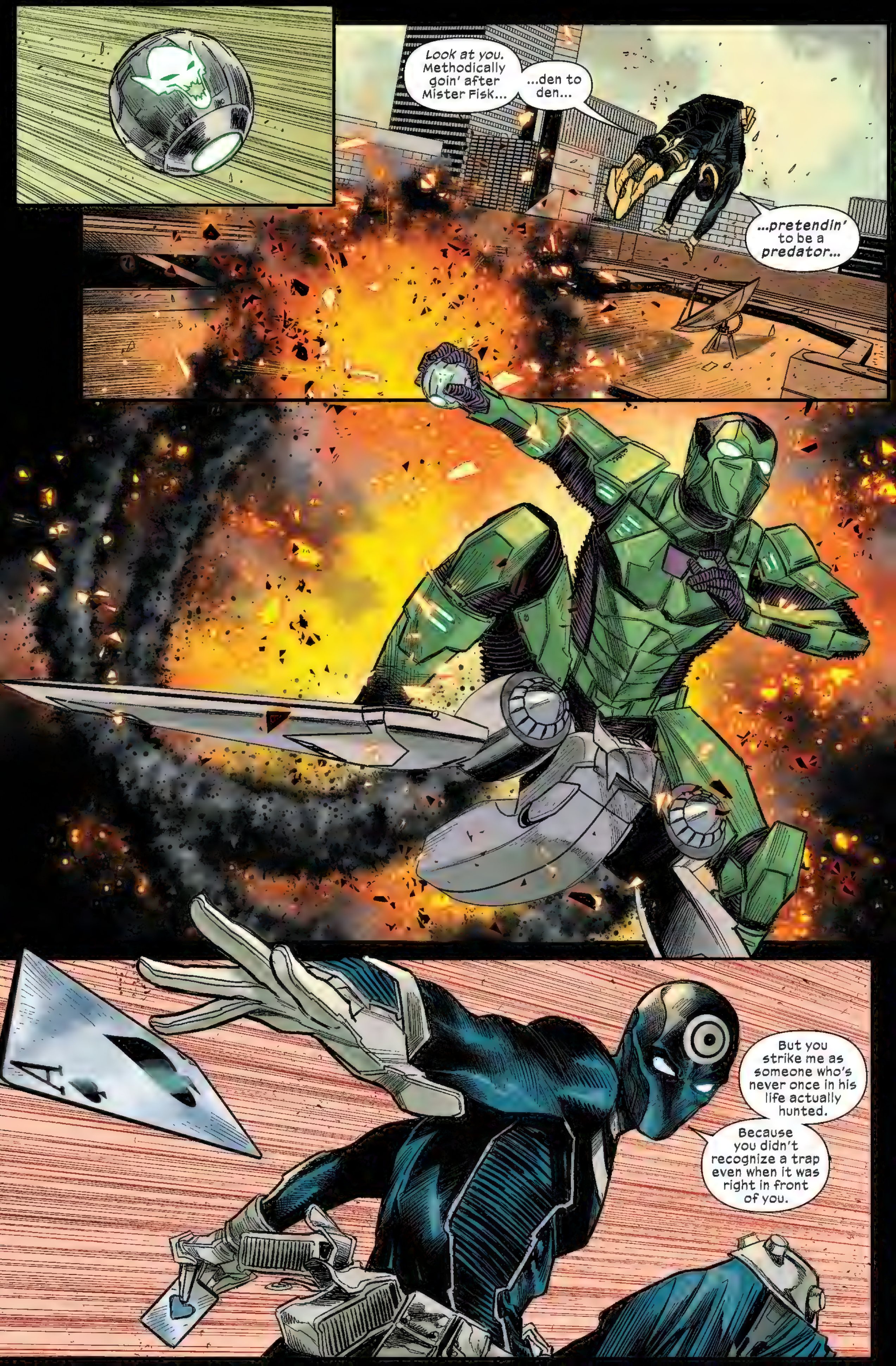

Ben and Jonah's new office. (But they still don't have a name.)
This place is a *dump.*
Yeah. But it's *our dump.*
Jonah, I spent exactly what you told me to. Are you saying there was more money in the budget?
You coulda picked a little nicer location.
Some. But if we spent it all on an office, there wouldn't have been any left over for the employees.
...
We don't have any employees.
And that, my friend, is how you control expenses.
Still...
Yeah. We got an office.
Wow.

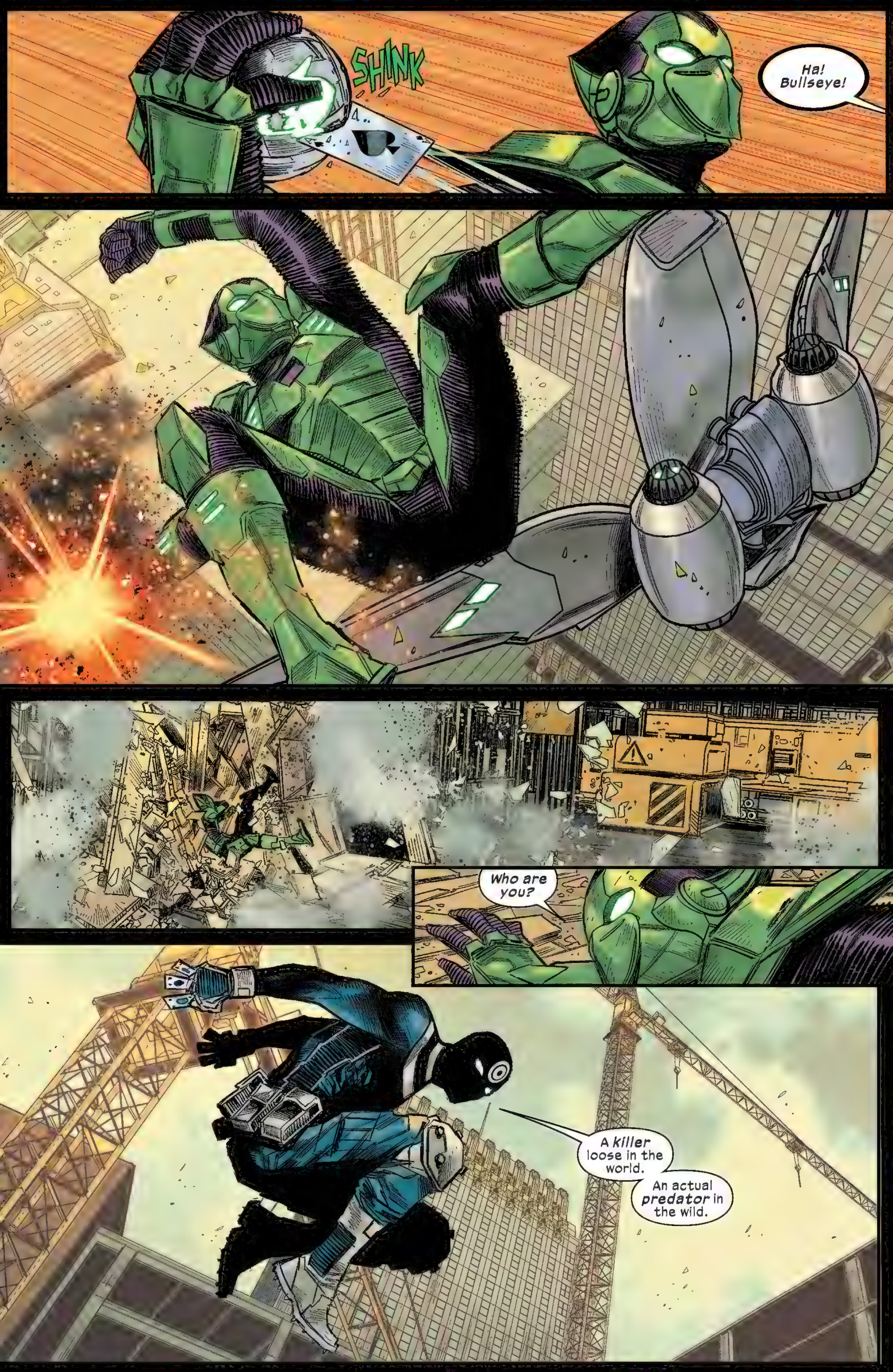

This is...*not* great.
Parker.
Hey, Peter. What brings you by?
Thought I'd come by and check out the new HQ.
Also, MJ sent this to liven up the place. And, boy, can she pick 'em or what?...
Just look at what it does to the room. It's like it's a whole new dump.
Both of you do know you have to fix this place up if you want someone to work here, right?
...
...
We might have a little left in the budget.
I'd use it.
Heeyyyy, now *that* looks interesting.

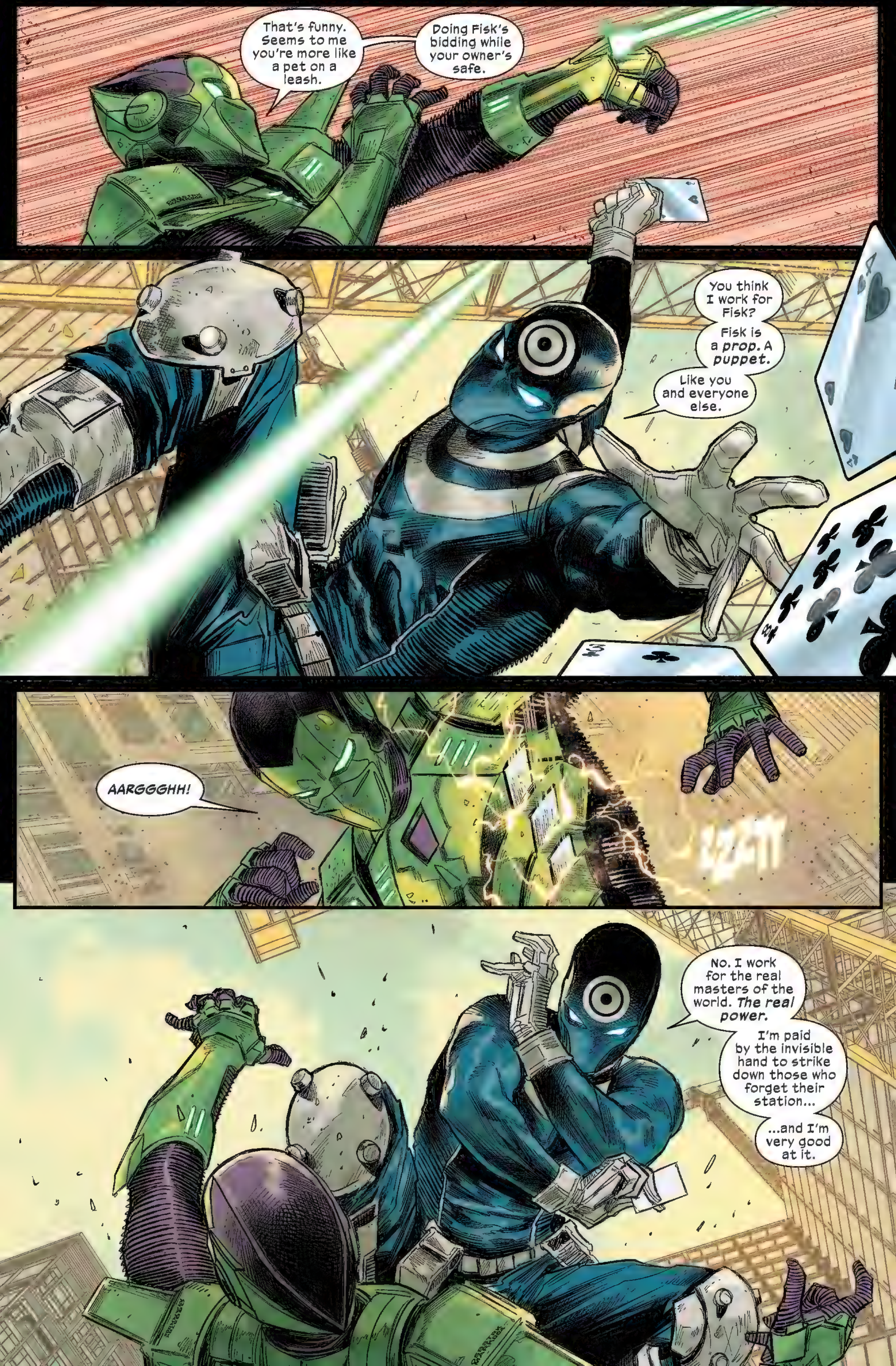

What is it?
Map of New York
Well, it's a map, Peter.
Not really sure if we can say more than that right now considering your current affiliations and place of employment.
Oh, it's like that?
I'm afraid so, son. These are delicate times for our fledgling venture.
I suppose if there was a quid pro quo situation, we might be able to crack the door open a little.
Have you seen how terrible our office is?
...
How can I help?
Has there been any chatter at the *Bugle* about a guy wearing a green suit waging a personal war on the Fisk organization?

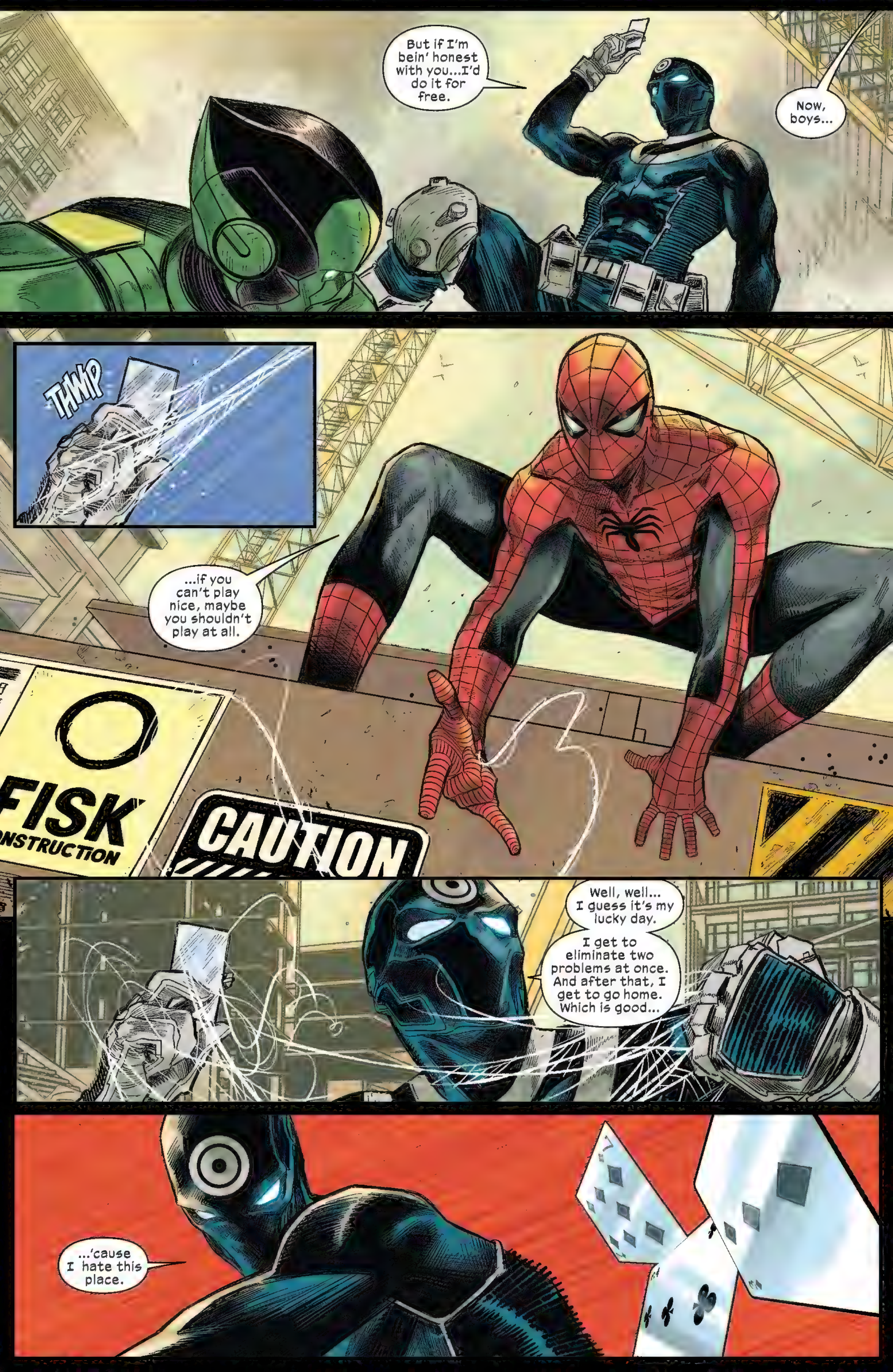

Yeah, actually. The guy's already blown up a buncha stuff. Robbie's taken to calling him the *Green Goblin*. *Scary*. He thinks there's a story there, but the higher-ups keep shutting him down.
Instead, they're pushing stories about the guy in the black suit. Which I get...he's extremely photogenic and, to me, seems to be a much more compelling--*and dare I say charming*--character.
A real man of the people.
Just an opinion.
Right. Well, anyway... take a closer look at this.
Each one of these pins is a location the goblin fella has hit.
And they're all owned by Fisk.
Okay, well, that explains the *Bugle's* behavior, but what's the story with Fisk and the green guy?
Classic good guy/bad guy situation?
Or bad guy/good guy...
Or bad guy/bad guy. After all, this is the world, gentlemen, not a fairy tale...
And I think it would benefit us greatly not to jump to any conclusions. So...
...maybe we should find out more.


Stakeout time.
Always wanted to do one of these. Not exactly sure *how,* but I can figure it out.
DAILY BUGLE
All I know is that on TV these guys kinda just sit there for a bit and then the bad guy shows up.
How long could this take?
DAILY BUGLE
Now I understand why these guys are always eating while they wait.
There's nothing else to do. Watch. Eat. Wait. Watch. Eat. Wait.
It's been two days. I really wish something would happen.
...
I hate this.
THAT'S IT.
I quit. This was a terrible idea. Nothing's going to happen. I'm an idiot. Ben's an idiot. Jonah's definitely an idiot.
I'm going home. I... Wait a minute...
DAILY BUGLE
Bingo.

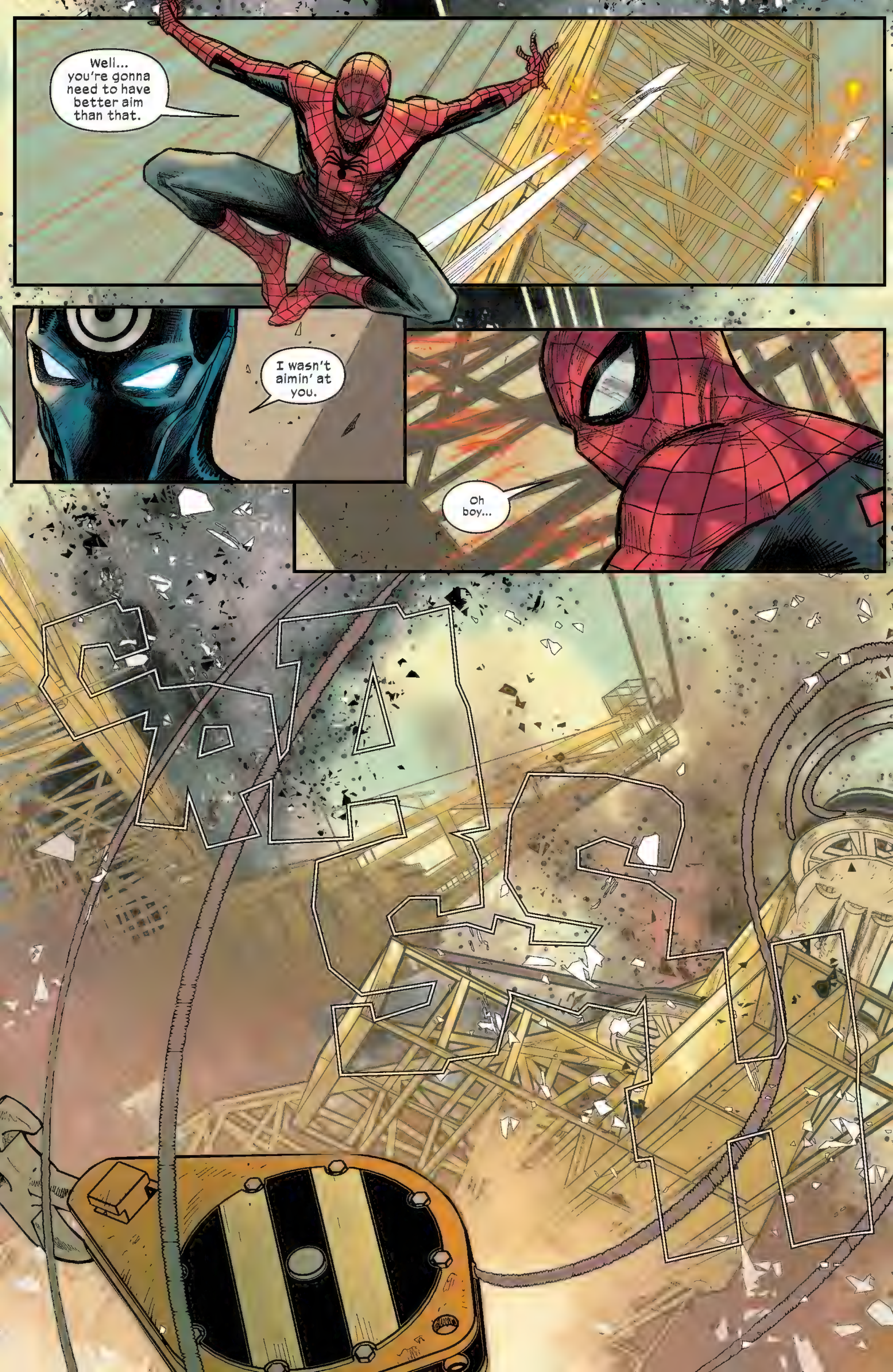

Look at you. Methodically goin' after Mister Fisk...
...den to den...
...pretendin' to be a *predator*...
But you strike me as someone who's never once in his life actually hunted.
Because you didn't recognize a trap even when it was right in front of you.

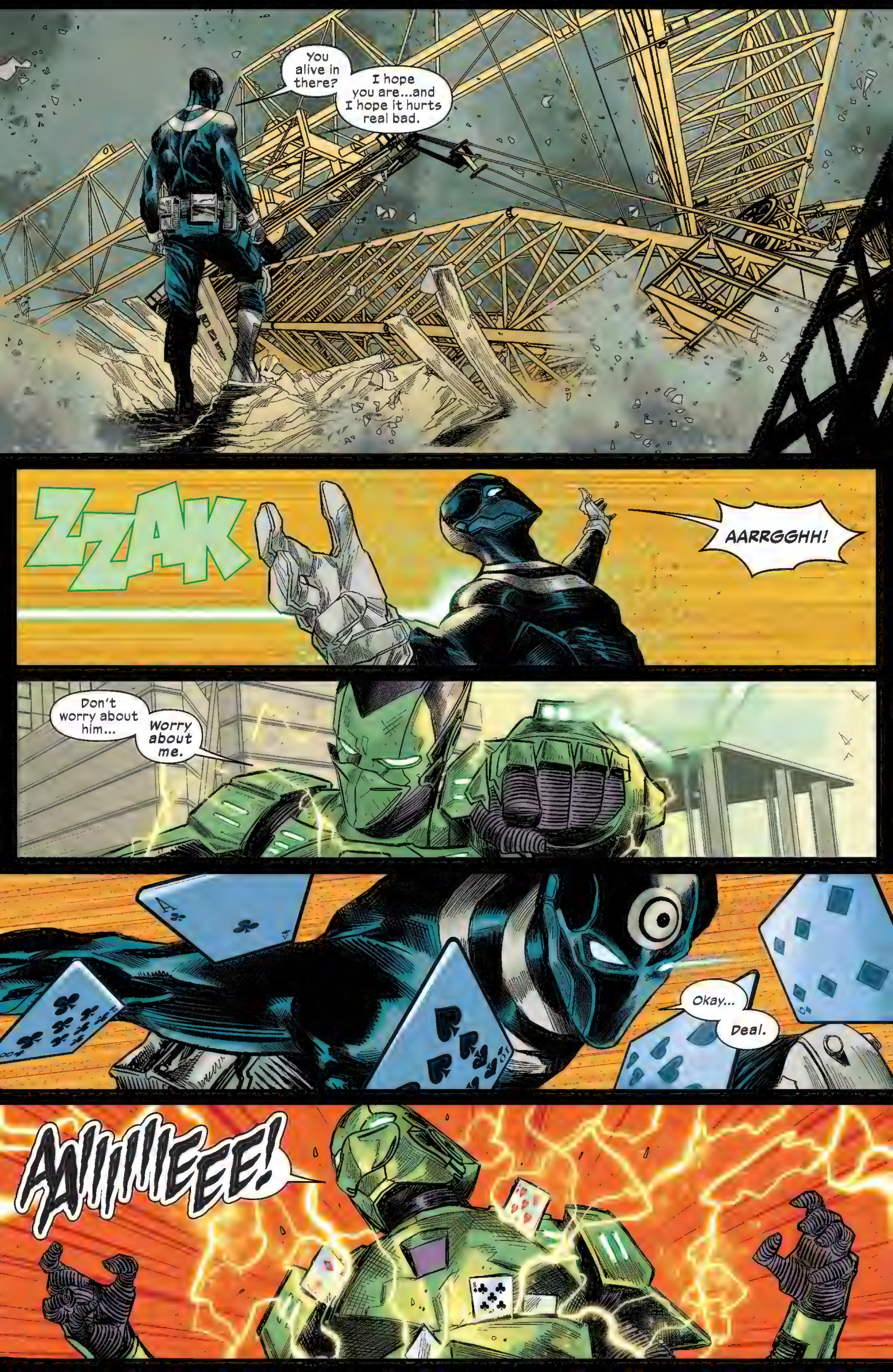

SHINK
Ha! Bullseye!
Who are you?
A killer loose in the world.
An actual predator in the wild.

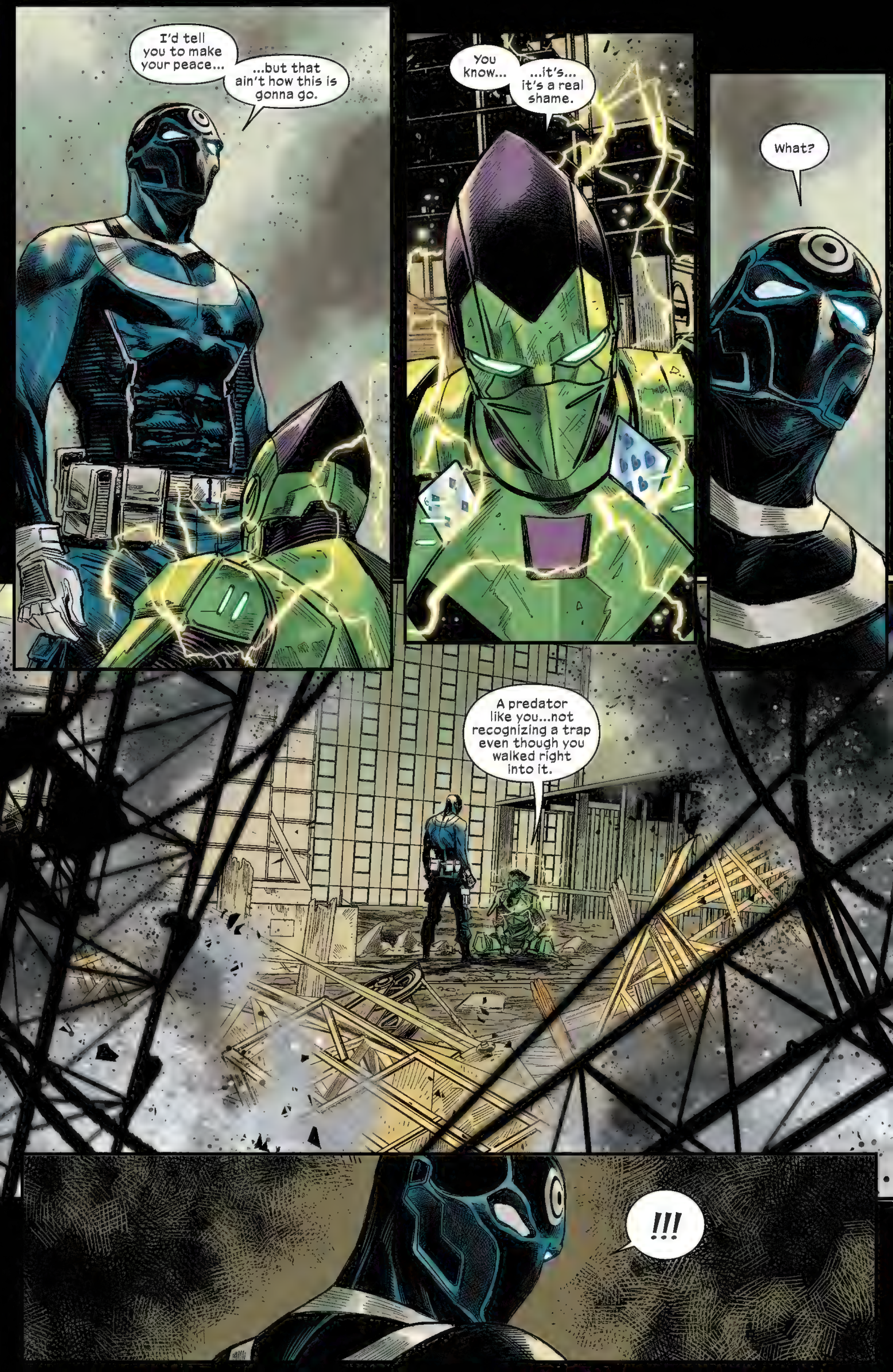

That's funny. Seems to me you're more like a pet on a leash.
Doing Fisk's bidding while your owner's safe.
You think I work for Fisk?
Fisk is a *prop.* A *puppet.*
Like you and everyone else.
AARGGGHH!
ZZZTT
No. I work for the real masters of the world. *The real power.*
I'm paid by the invisible hand to strike down those who forget their station...
...and I'm very good at it.

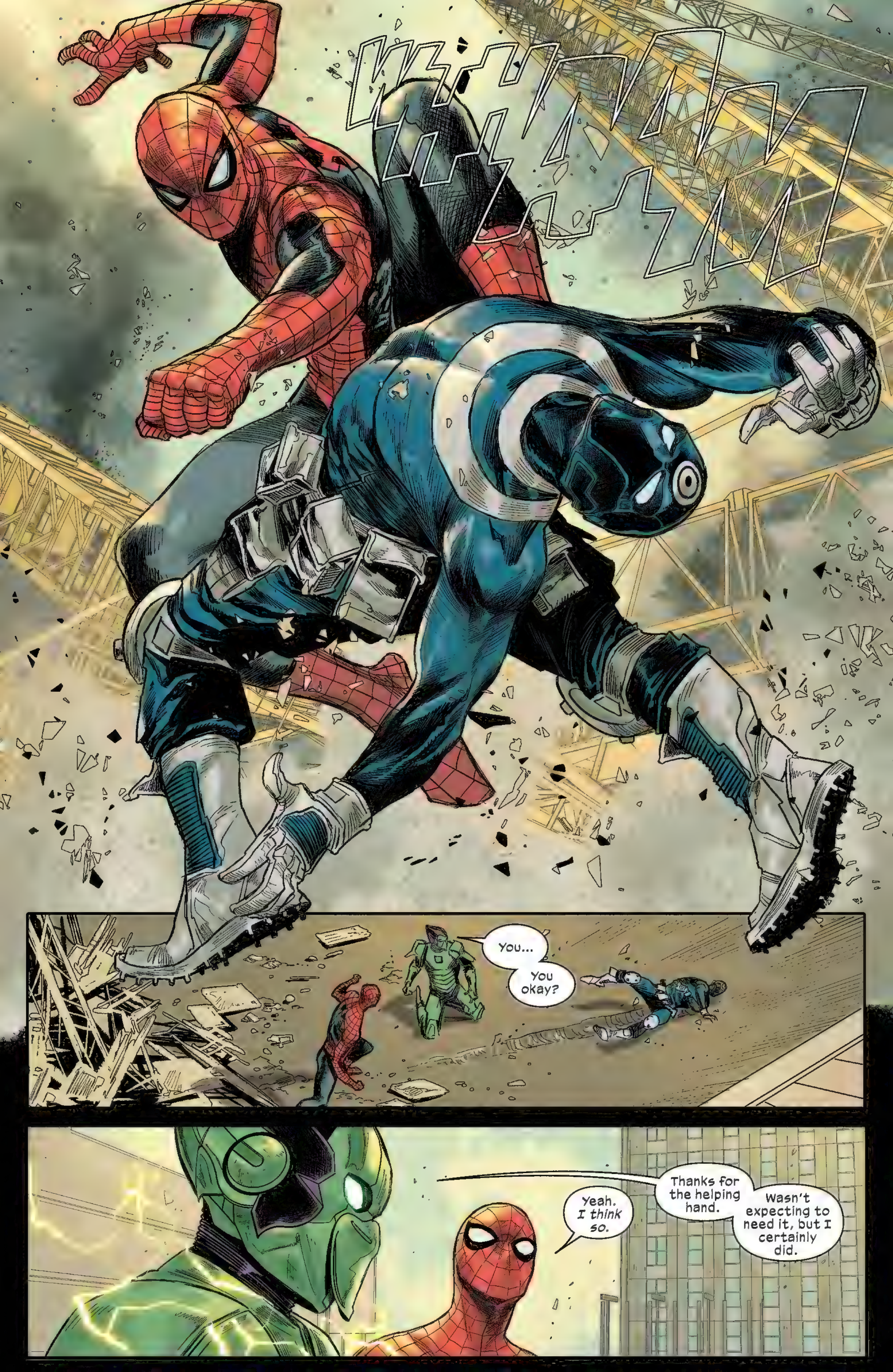


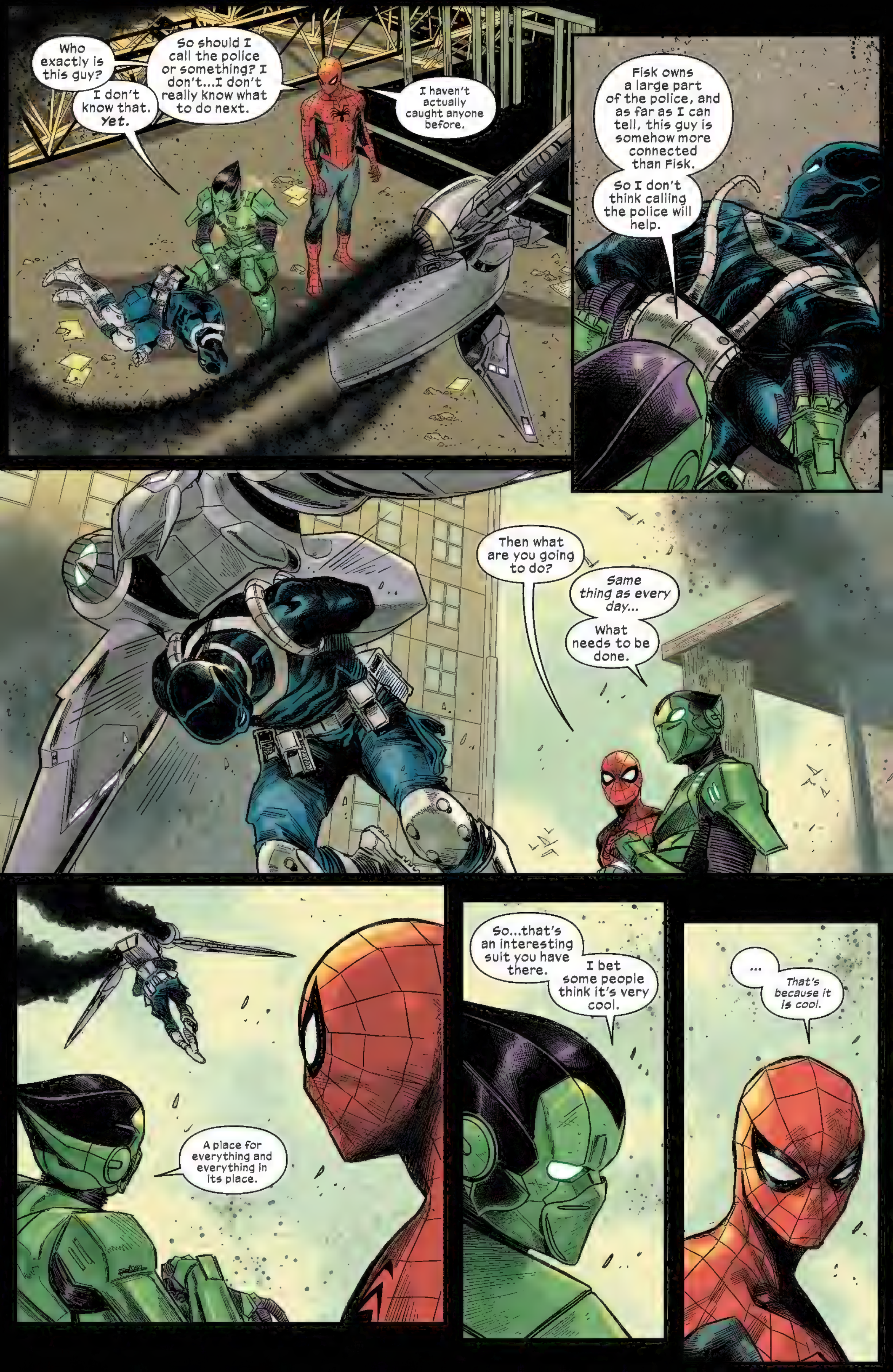
But if I'm bein' honest with you...I'd do it for free.
Now, boys...
THWIP
...if you can't play nice, maybe you shouldn't play at all.
FISK
CONSTRUCTION
CAUTION
Well, well... I guess it's my lucky day.
I get to eliminate two problems at once. And after that, I get to go home. Which is good...
...'cause I hate this place.

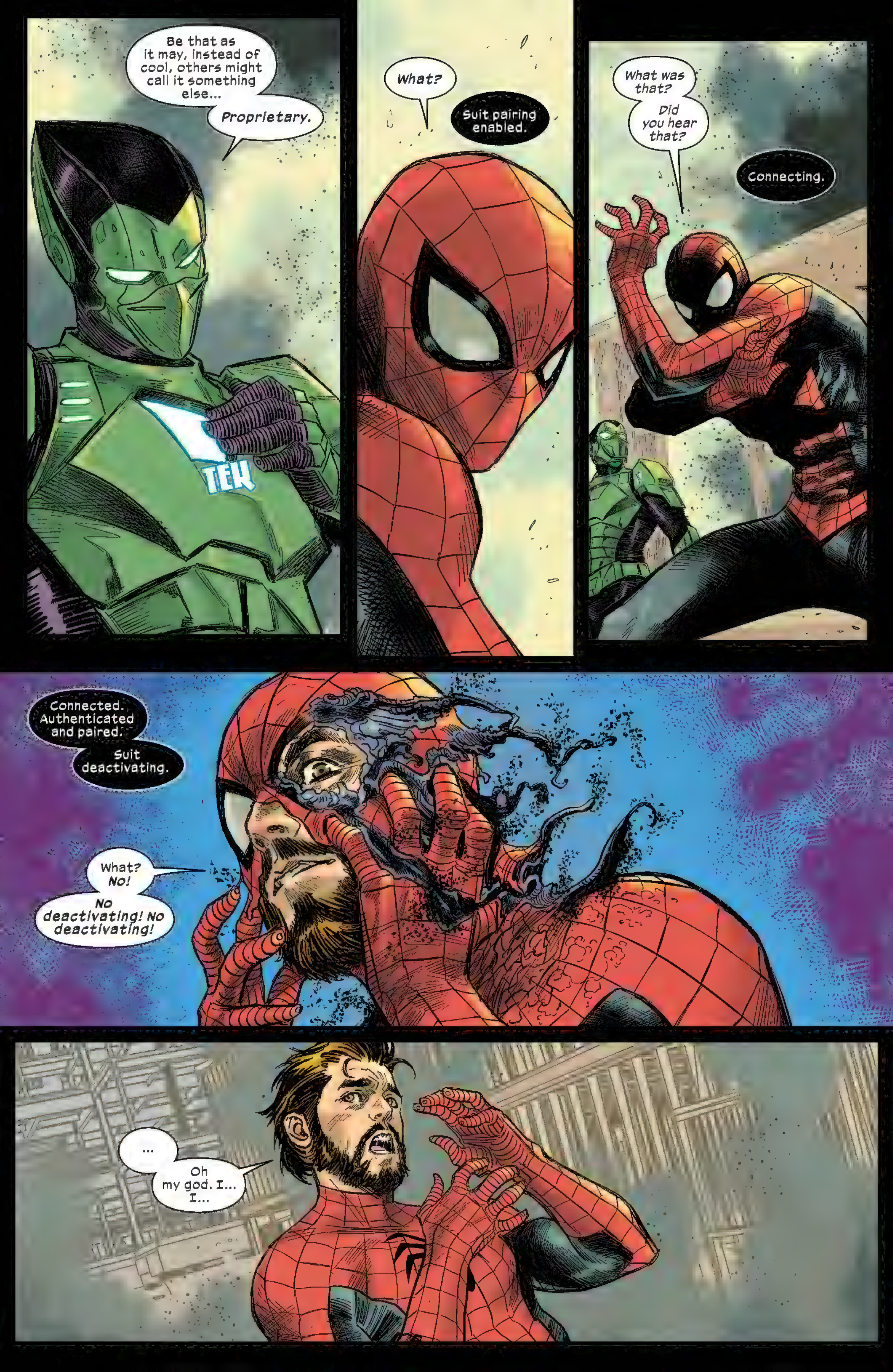

Well... you're gonna need to have better aim than that.
I wasn't aimin' at you.
Oh boy...
CRASH

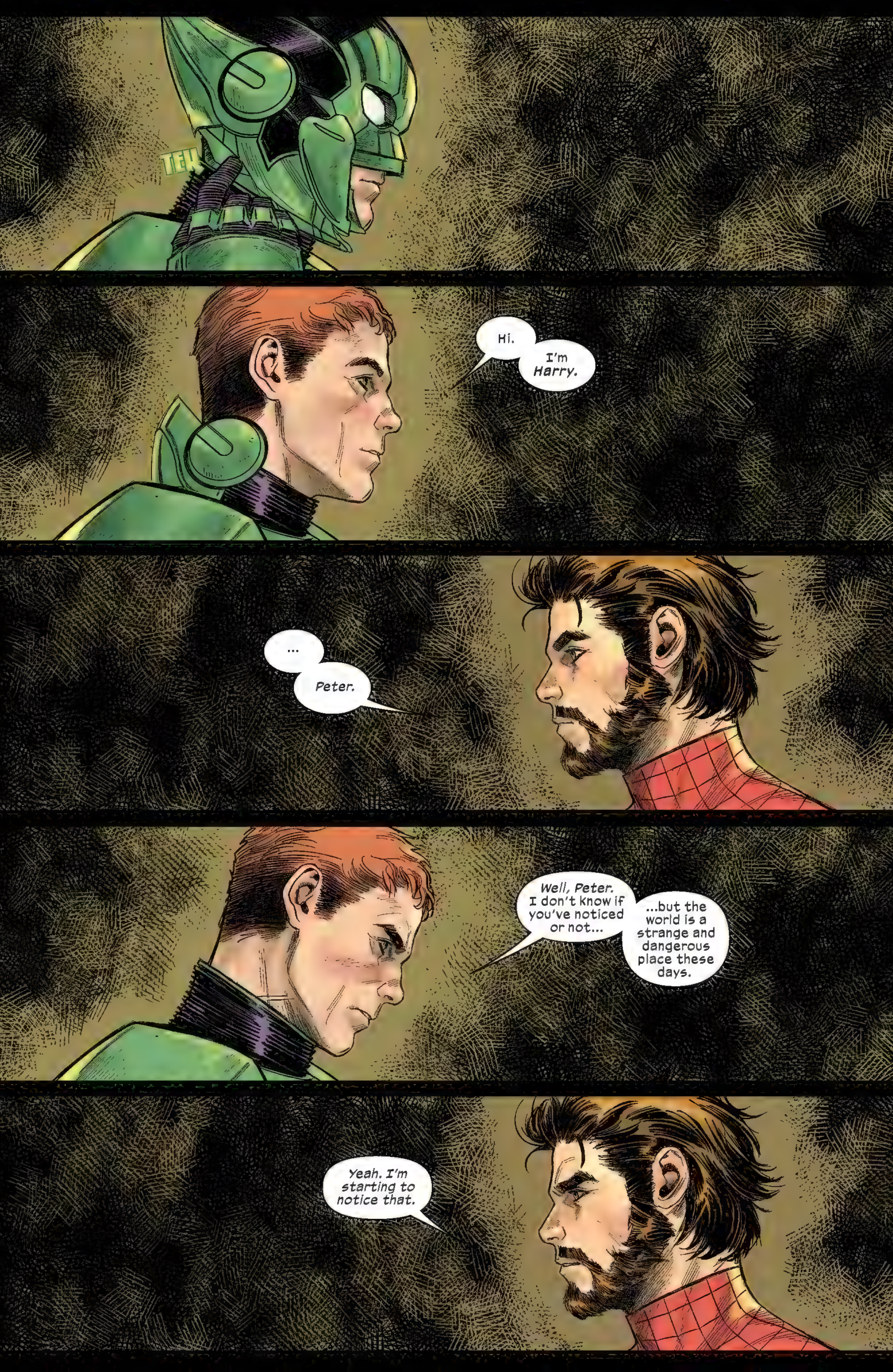

You alive in there?
I hope you are...and I hope it hurts real bad.
ZZAK
AARRGGHH!
Don't worry about him...
Worry about me.
Okay...
Deal.
AAIIIIIEEE!

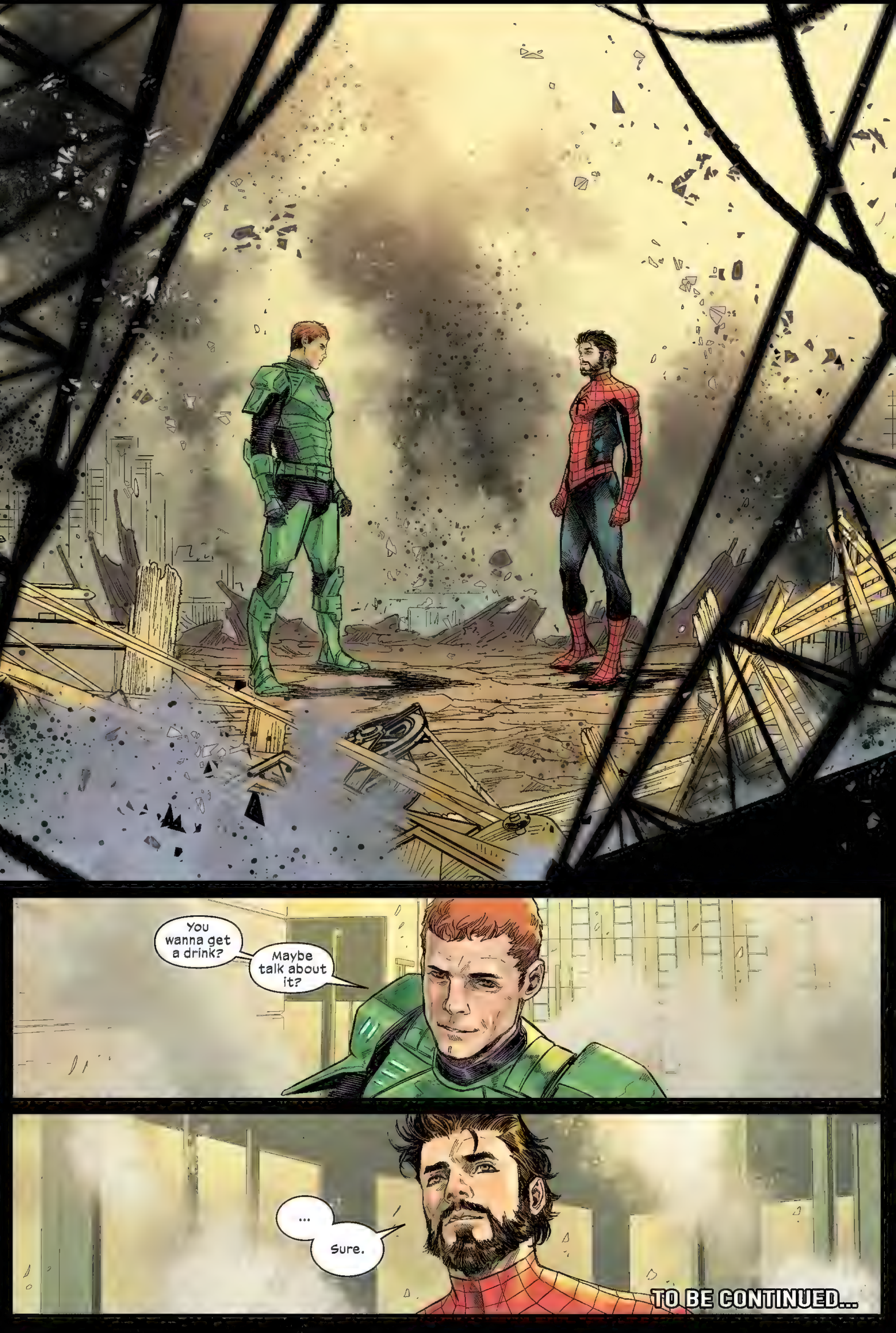

I'd tell you to make your peace...
...but that ain't how this is gonna go.
You know...
...it's... it's a real shame.
What?
A predator like you...not recognizing a trap even though you walked right into it.
!!!


WHAM
You...
You okay?
Yeah. *I think* so.
Thanks for the helping hand.
Wasn't expecting to need it, but I certainly did.


Who exactly is this guy?
So should I call the police or something? I don't...I don't really know what to do next.
I don't know that. *Yet.*
I haven't actually caught anyone before.
Fisk owns a large part of the police, and as far as I can tell, this guy is somehow more connected than Fisk.
So I don't think calling the police will help.
Then what are you going to do?
Same thing as every day...
What needs to be done.
A place for everything and everything in its place.
So...that's an interesting suit you have there.
I bet some people think it's very cool.
...
That's because it is cool.


Be that as it may, instead of cool, others might call it something else...
Proprietary.
TEK
What?
Suit pairing enabled.
What was that?
Did you hear that?
Connecting.
Connected. Authenticated and paired.
Suit deactivating.
What? No!
No deactivating! No deactivating!
...
Oh my god. I... I...


TEH
Hi.
I'm *Harry.*
...
Peter.
Well, Peter. I don't know if you've noticed or not...
...but the world is a strange and dangerous place these days.
Yeah. I'm *starting* to notice that.


You wanna get a drink?
Maybe talk about it?
...
Sure.
TO BE CONTINUED...

NEXT

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SPIDER-MAN
4
BULLETIN
ROXXON
J. Jonah Jameson
BU
ATTACK
WHO IS SPIDER-MAN
by Ben Parker
HICKMAN
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ON SALE IN **APRIL**

MARVEL
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2

**ULTIMATE
BLACK PANTHER #2**

BY **BRYAN HILL** &
STEFANO CASELLI

ON SALE THIS MONTH

MARVEL
ULTIMATE
X-MEN
1
PEACH MOMOKO

**ULTIMATE
X-MEN #1**

BY
PEACH MOMOKO

ON SALE THIS MONTH

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AND MARK YOUR LETTERS **"OKAY TO PRINT"**!

2

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero—except for those on his secret **MAKER'S COUNCIL**, whom he stationed to rule over different regions of the world, including the Eastern territory of **HI NO KUNI**.

There, on the night of her middle school graduation, a young girl named **HISAKO ICHIKI** had unusual powers awaken to protect her from a car accident—and from a sinister **SHADOW** seeking vengeance against the people who had tormented Hisako's childhood friend, **TSUBASA**, into taking his own life. The Shadow promised Hisako that the first victim would be Tsubasa's coach. The next day, the coach was found dead under mysterious circumstances…

WRITER & ARTIST: **PEACH MOMOKO**

SCRIPT ADAPTATION: **ZACK DAVISSON**
LETTERER: **VC's TRAVIS LANHAM**

COVER ARTIST: **PEACH MOMOKO**
VARIANT COVER ARTISTS: **MIKE CHOI; BETSY COLA; PEACH MOMOKO; PHIL NOTO**

DESIGN: **JAY BOWEN**
ASSISTANT EDITOR: **MICHELLE MARCHESE**
EDITOR: **WIL MOSS**
EDITOR IN CHIEF: **C.B. CEBULSKI**

X-MEN CREATED BY **STAN LEE** & **JACK KIRBY**

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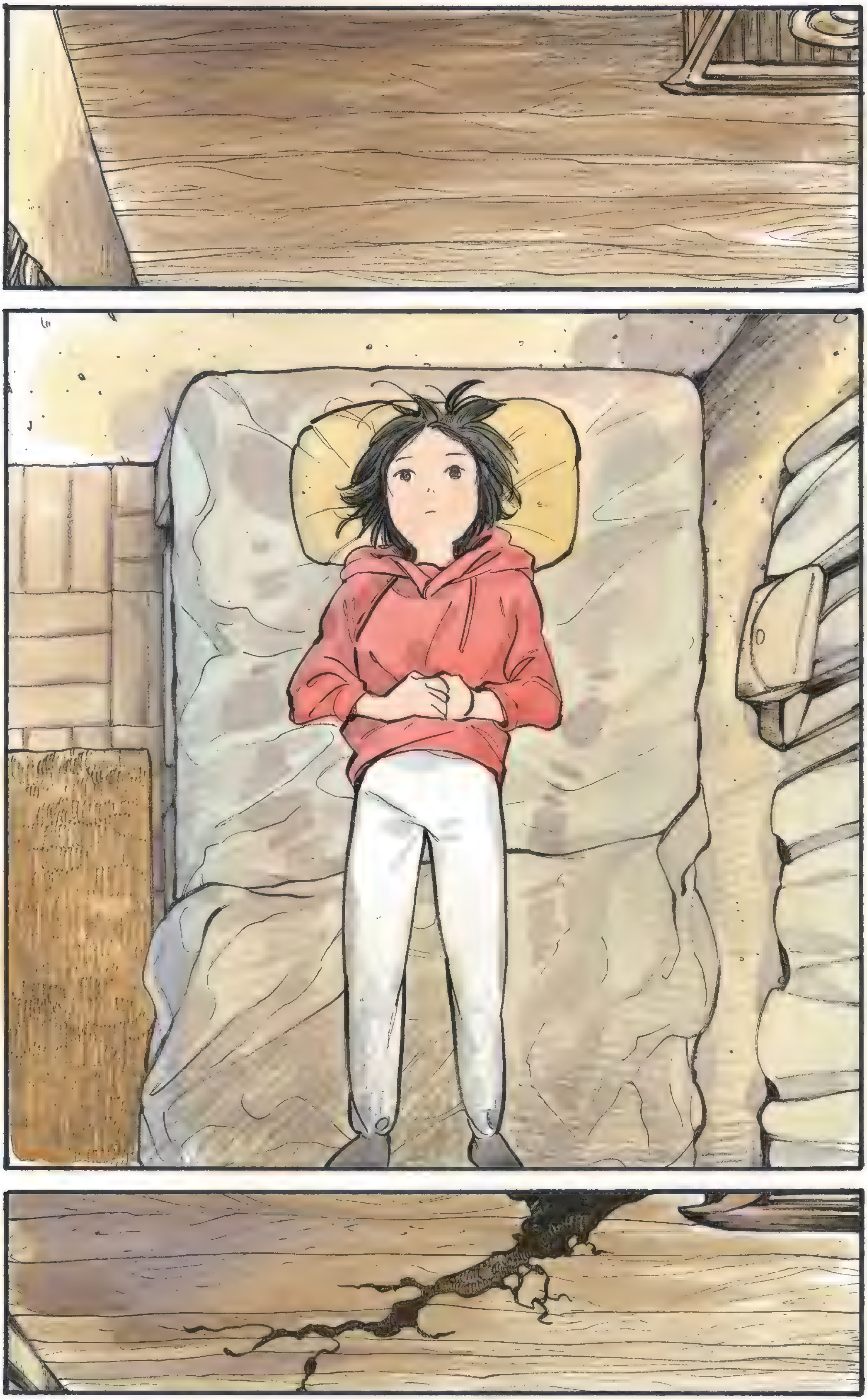
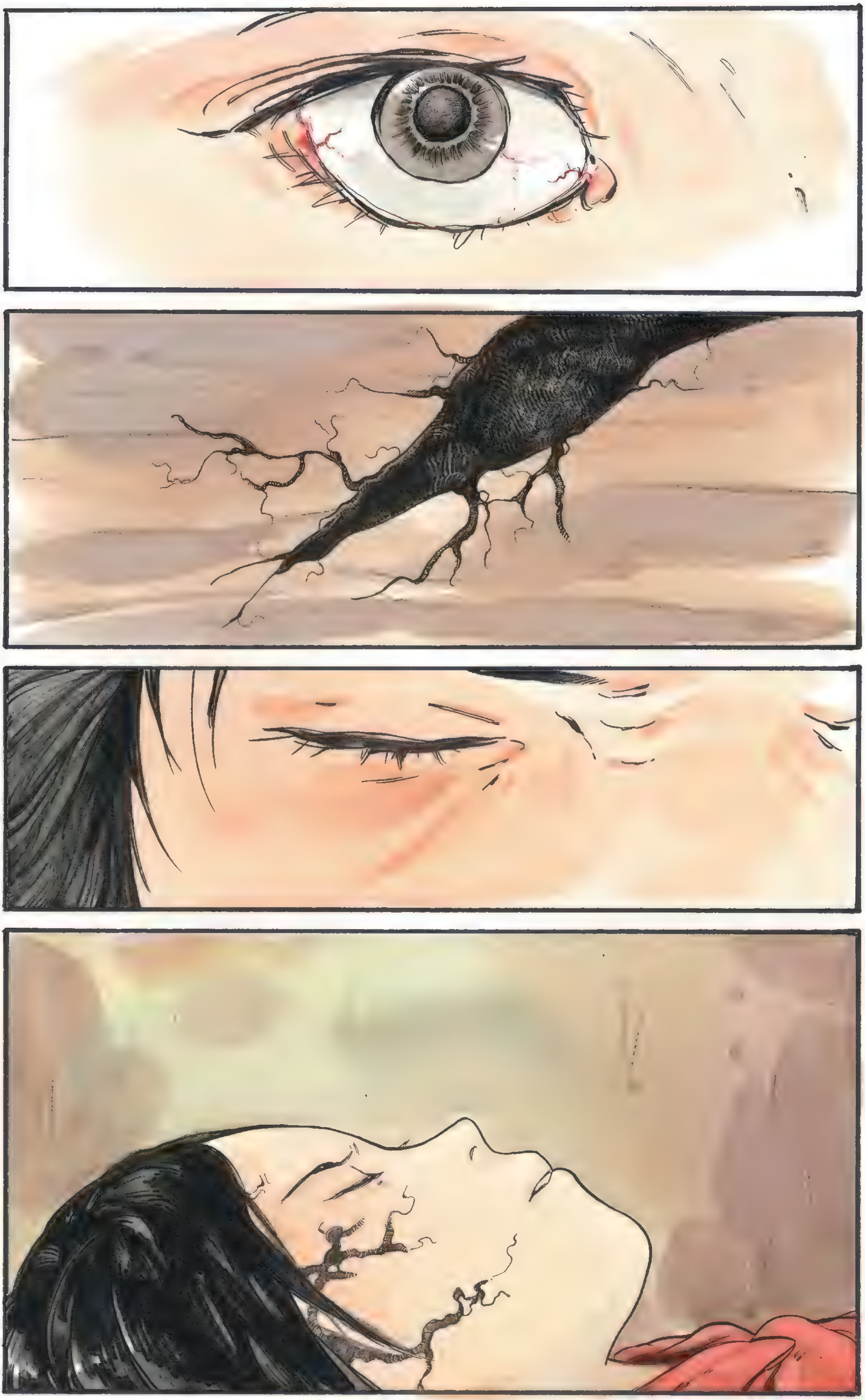
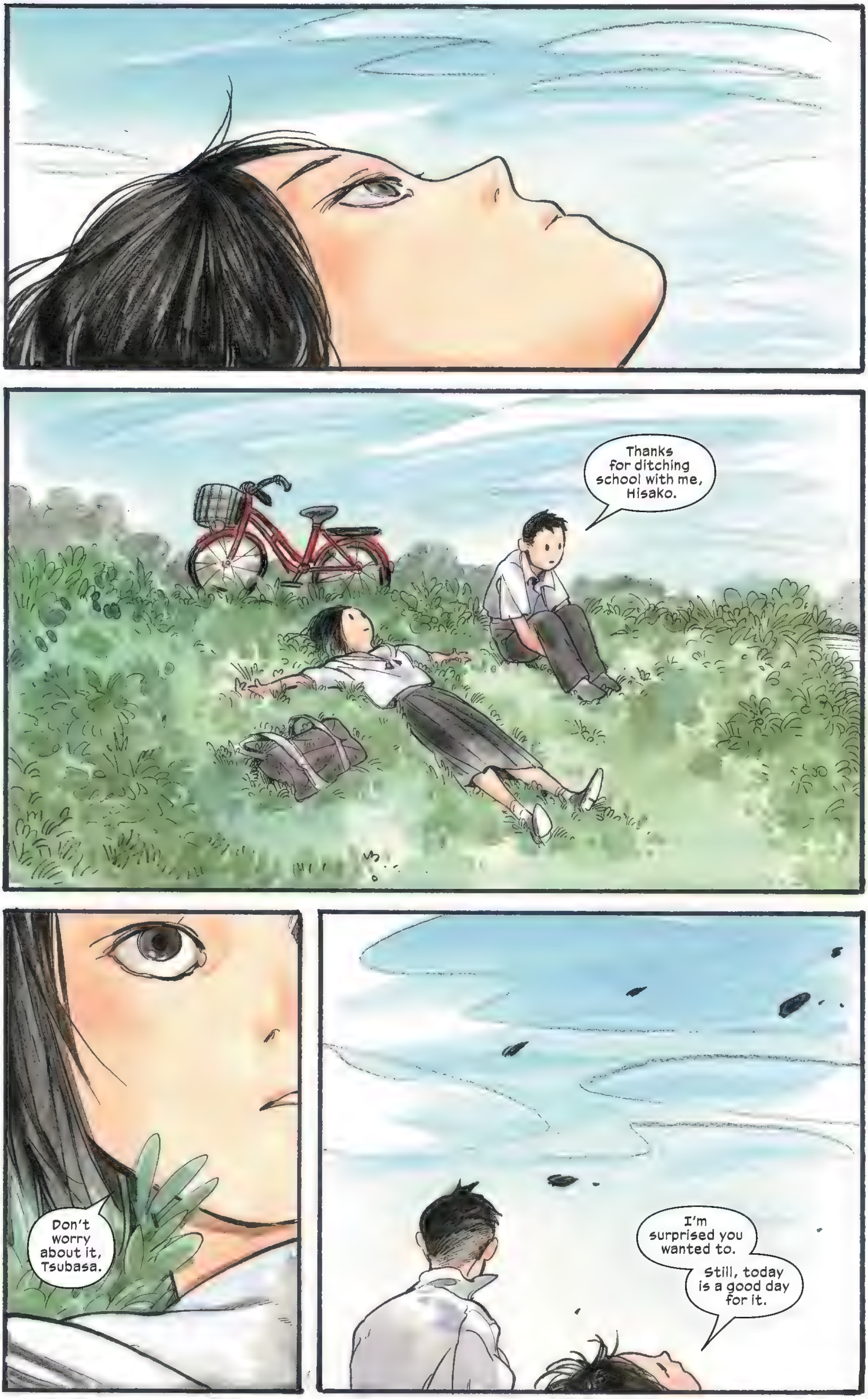
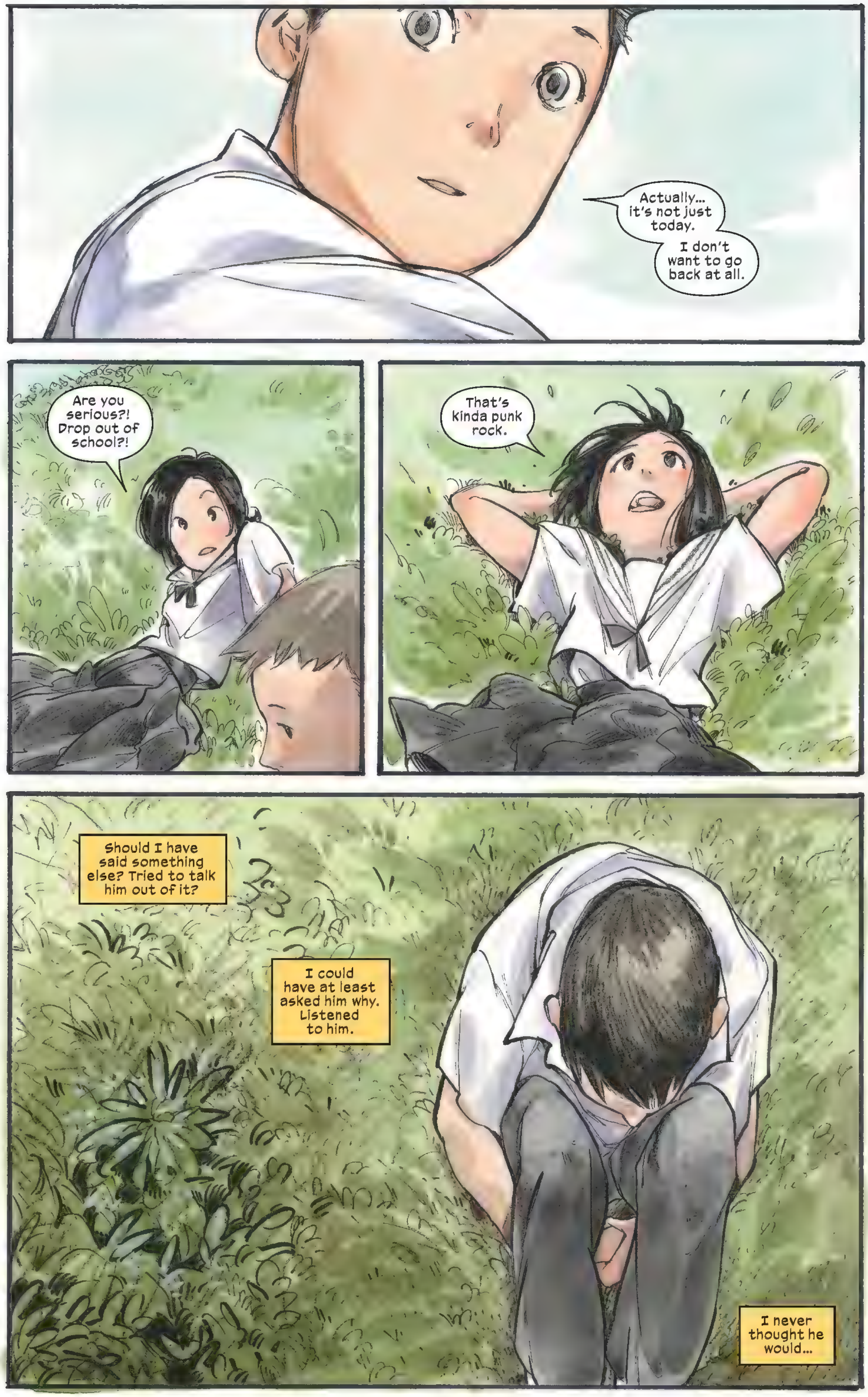
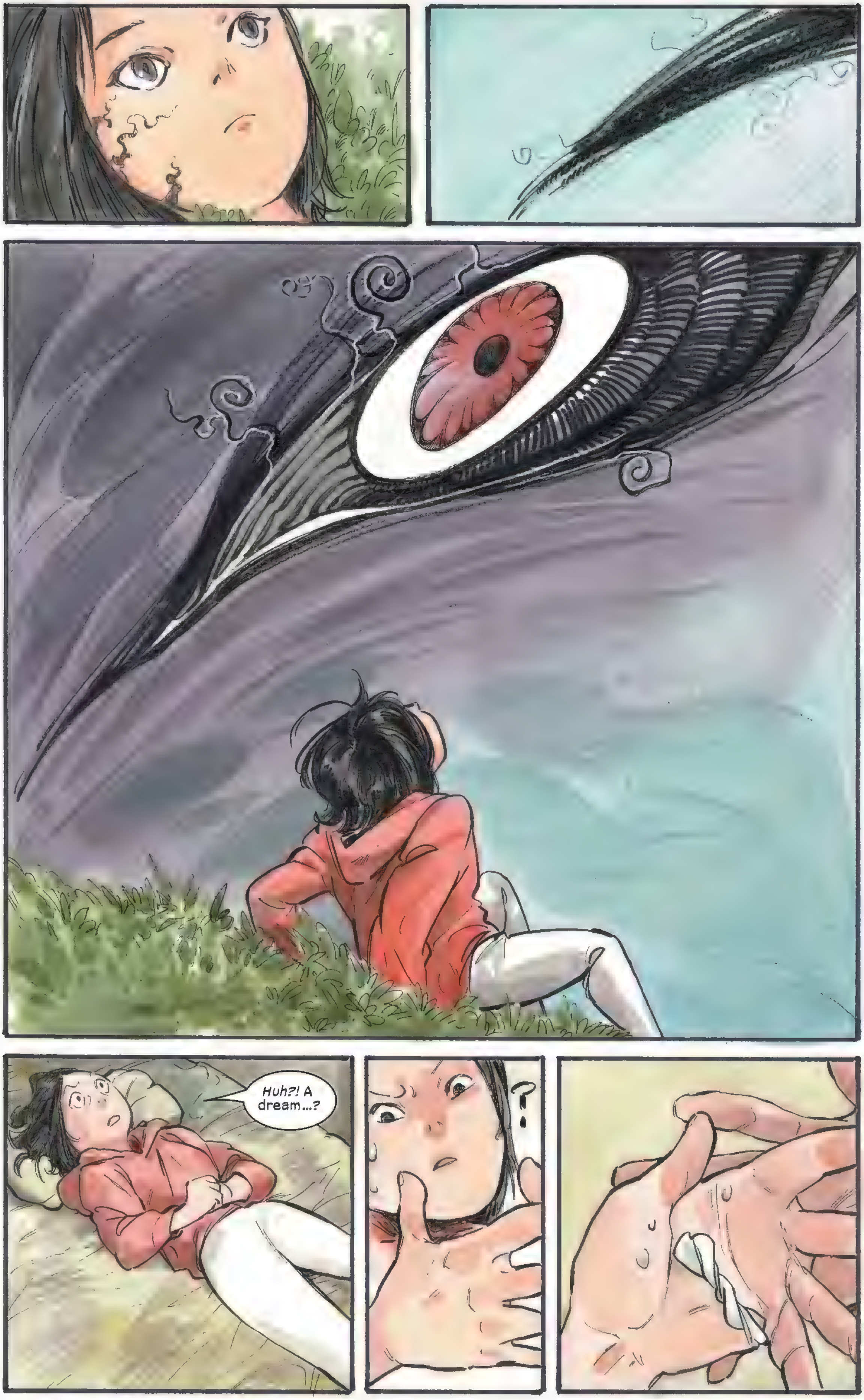
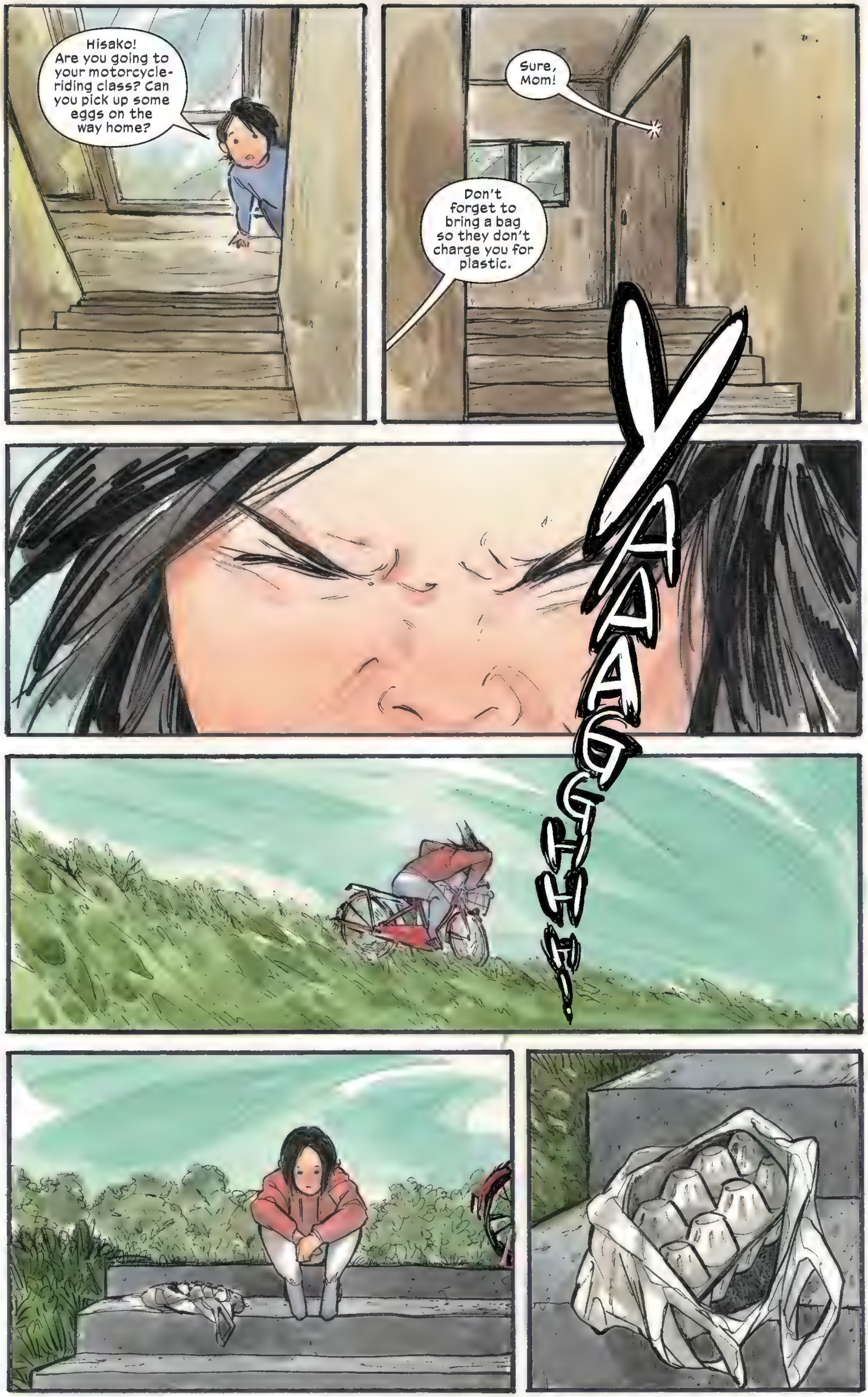


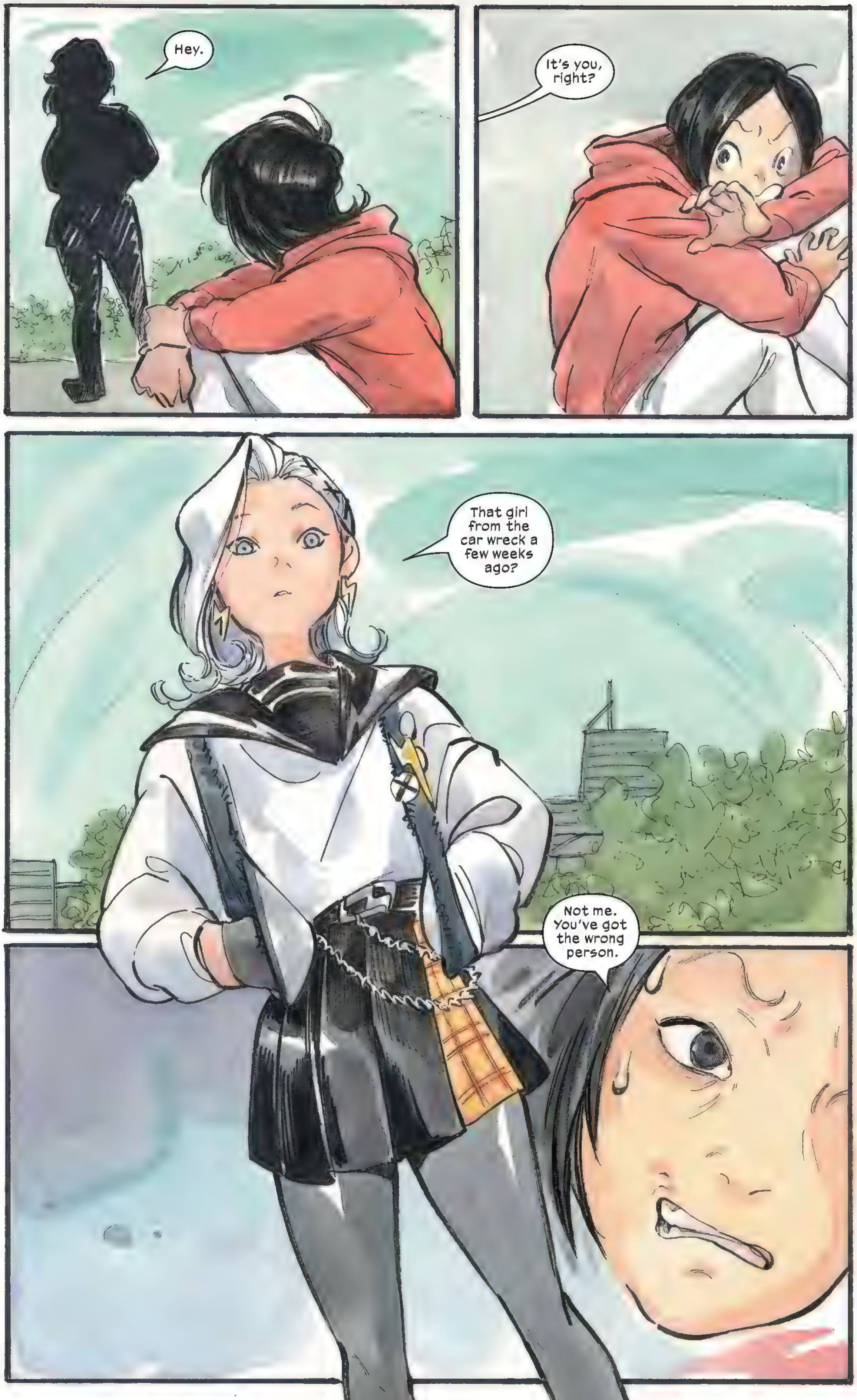


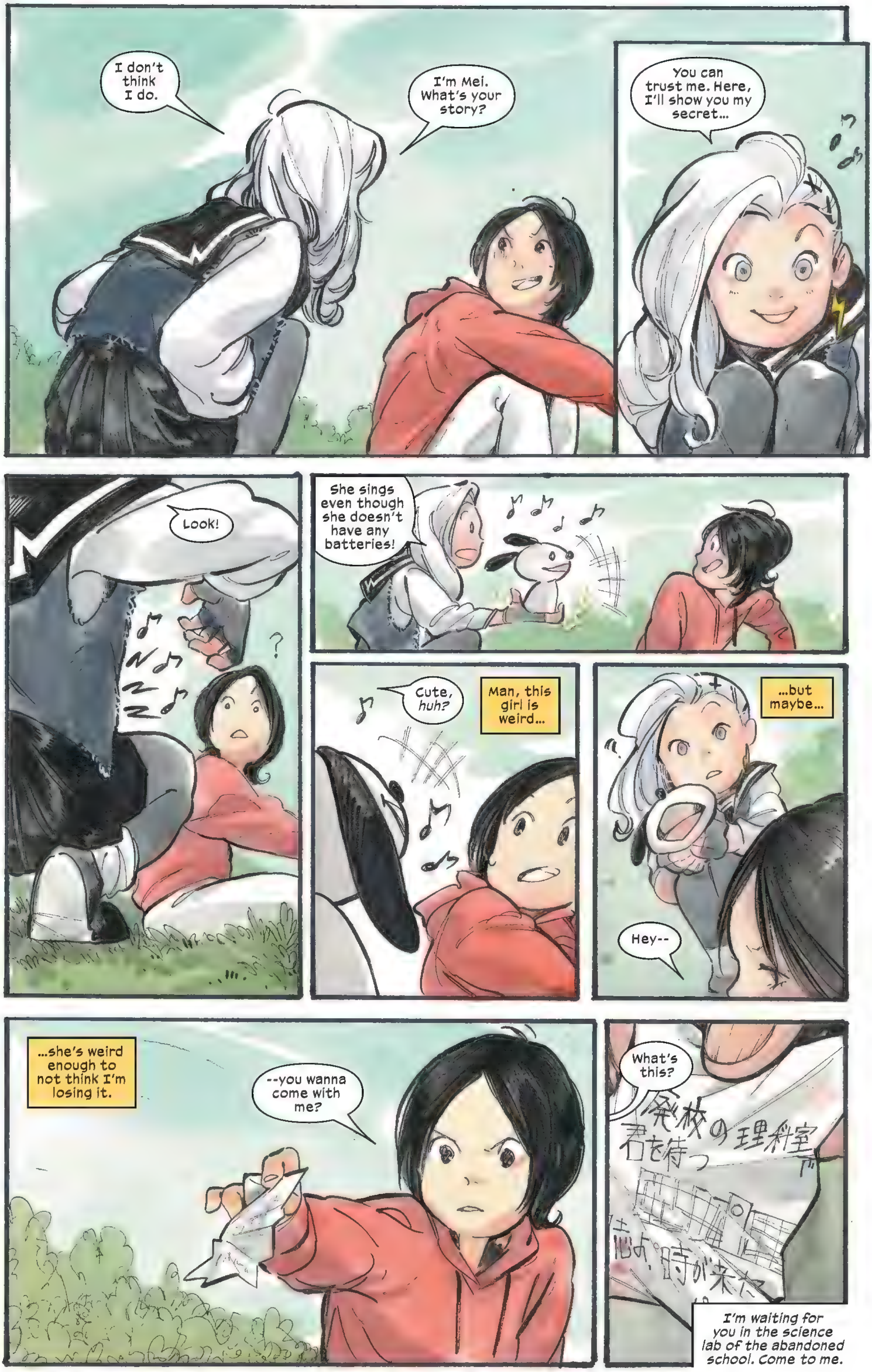

Thanks for ditching school with me, Hisako.
Don't worry about it, Tsubasa.
I'm surprised you wanted to.
Still, today is a good day for it.

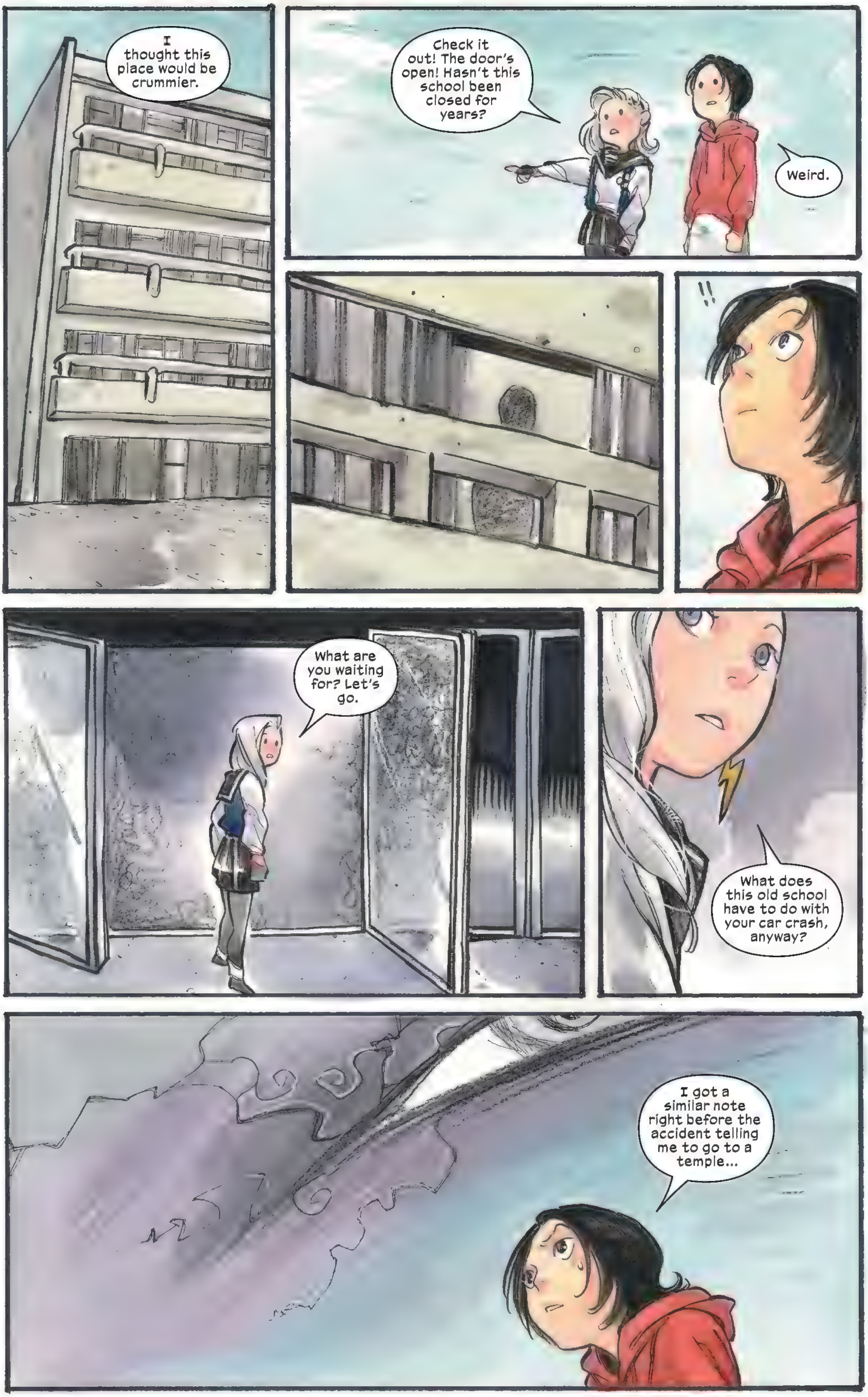

Actually... it's not just today.
I don't want to go back at all.
Are you serious?! Drop out of school?!
That's kinda punk rock.
Should I have said something else? Tried to talk him out of it?
I could have at least asked him why. Listened to him.
I never thought he would...

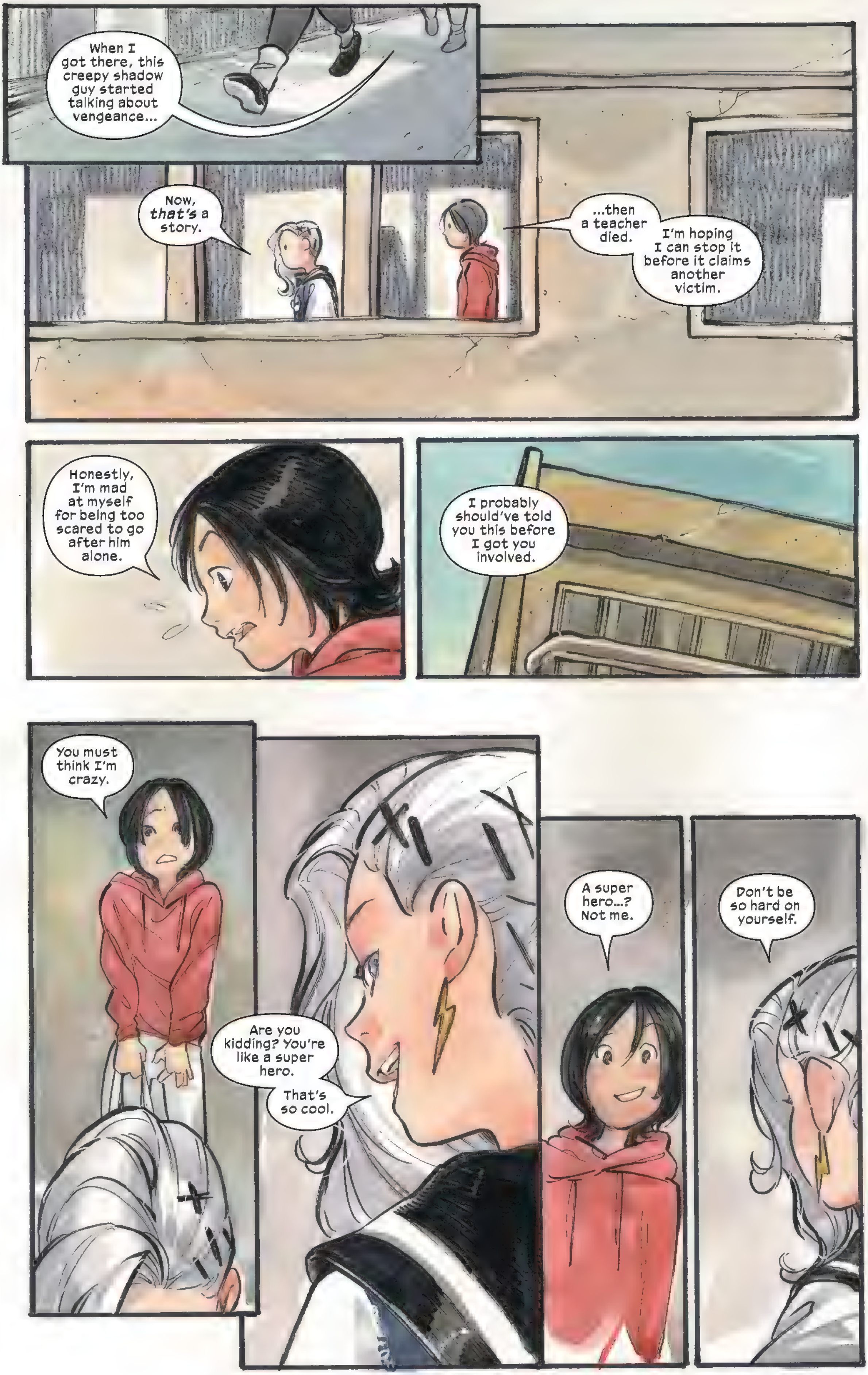

Huh?! A dream...?
?!

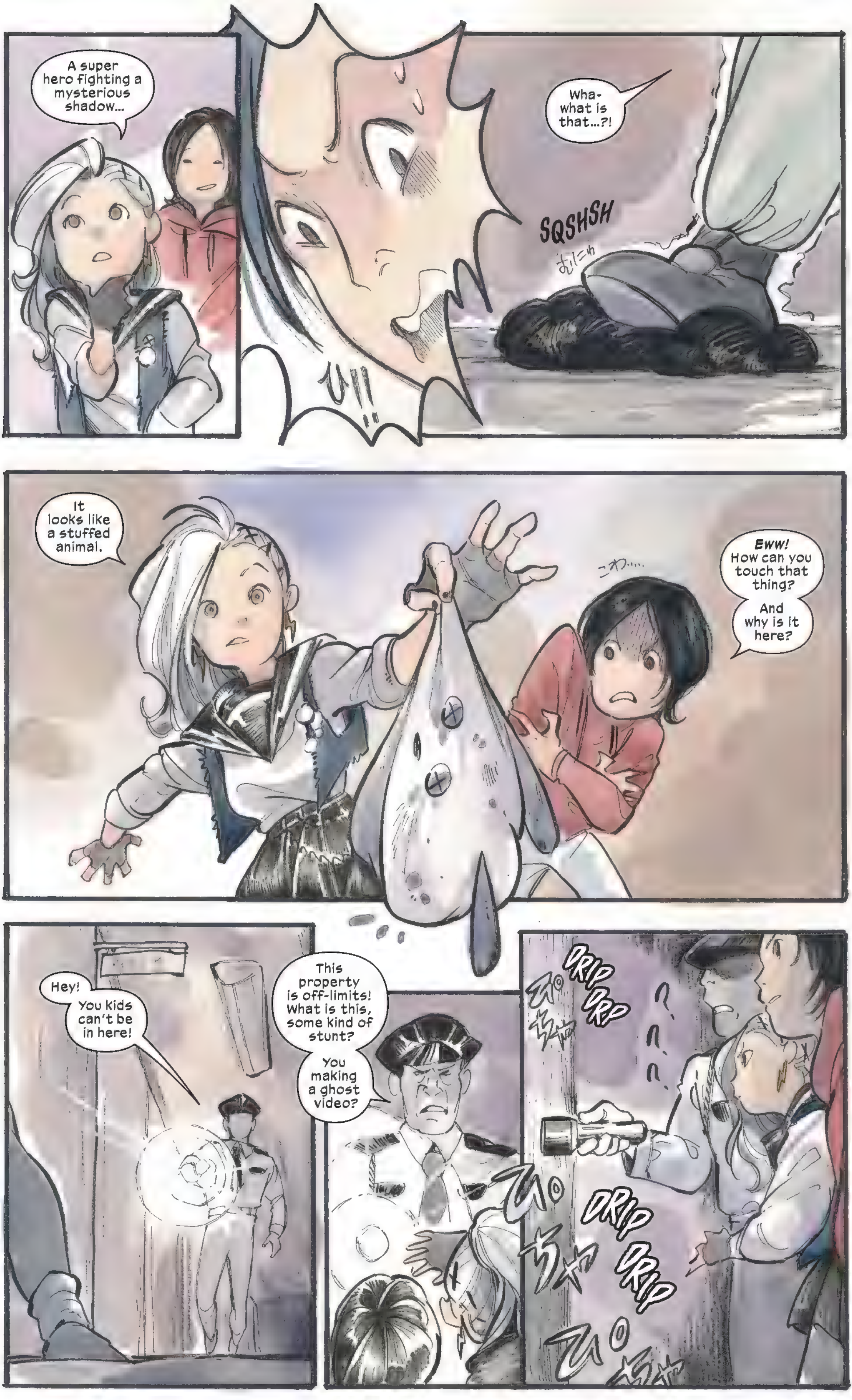

Hisako! Are you going to your motorcycle-riding class? Can you pick up some eggs on the way home?
Sure, Mom!
Don't forget to bring a bag so they don't charge you for plastic.
YAAAGGHHH!

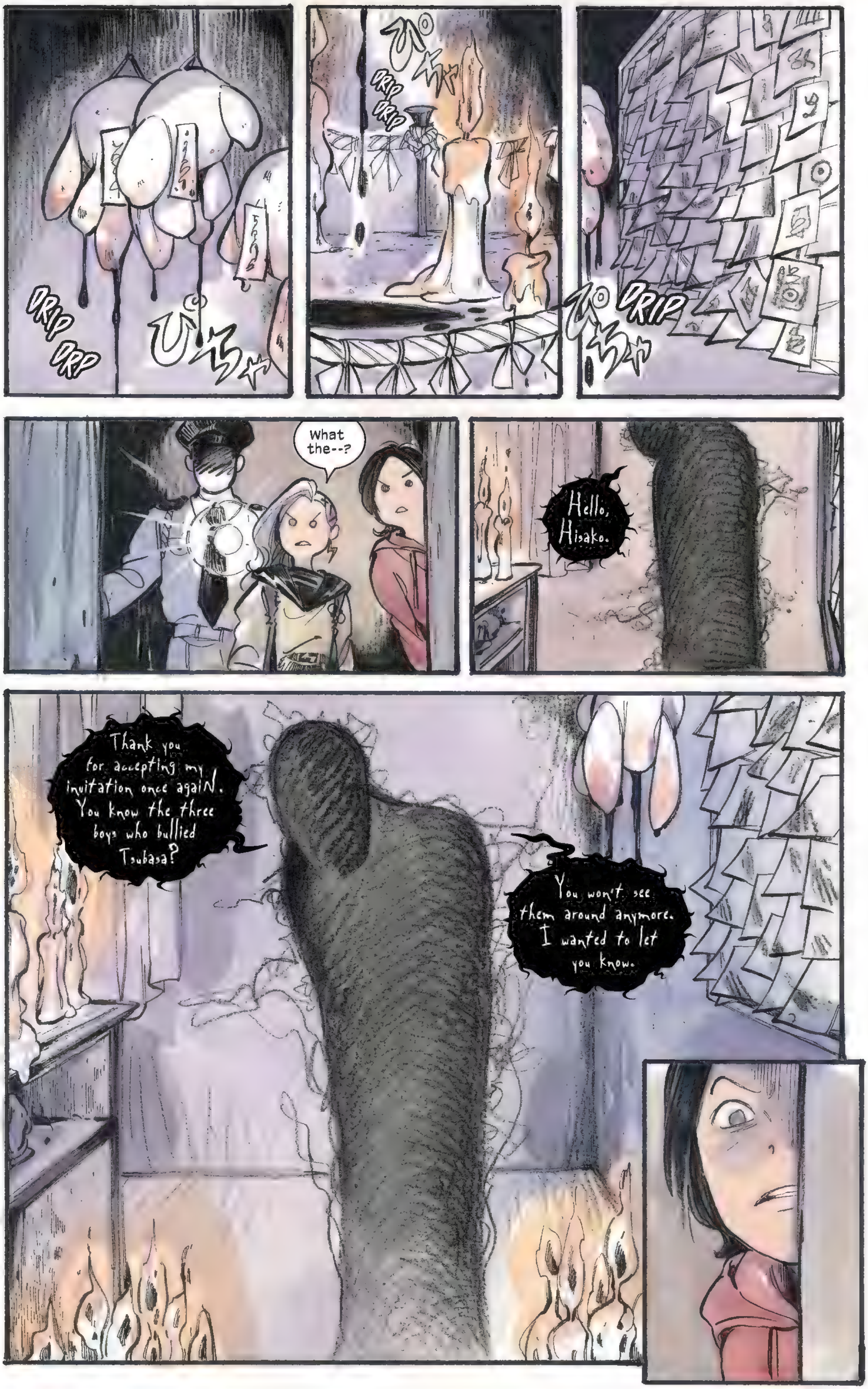

Hey.
It's you, right?
That girl from the car wreck a few weeks ago?
Not me. You've got the wrong person.

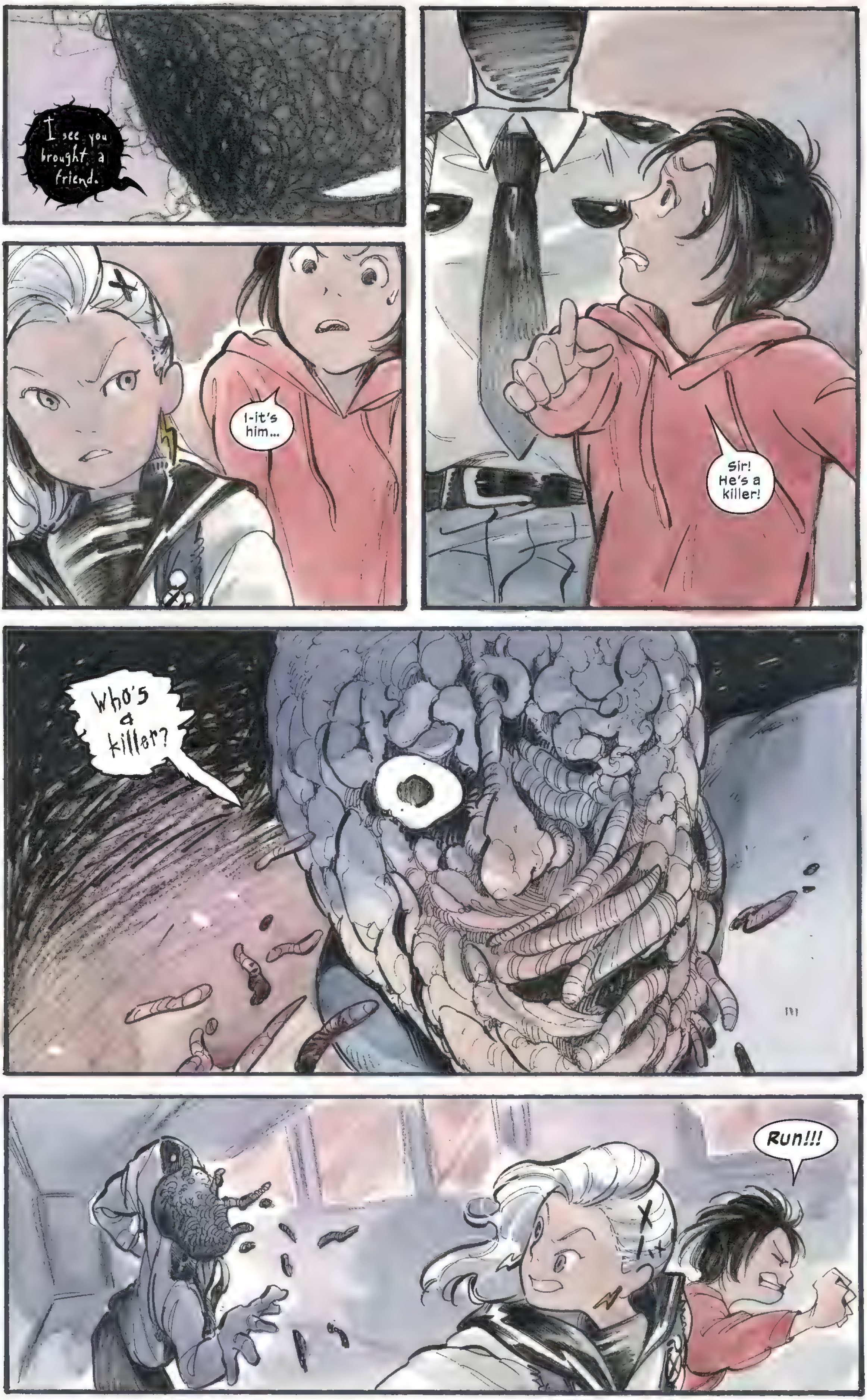

I don't think I do.
I'm Mei. What's your story?
You can trust me. Here, I'll show you my secret...
Look!
She sings even though she doesn't have any batteries!
Cute, huh?
Man, this girl is weird...
...but maybe...
Hey--
...she's weird enough to not think I'm losing it.
--you wanna come with me?
What's this?
廃校の理科室
君を待つ
志よ。時が来た
I'm waiting for you in the science lab of the abandoned school. Come to me.

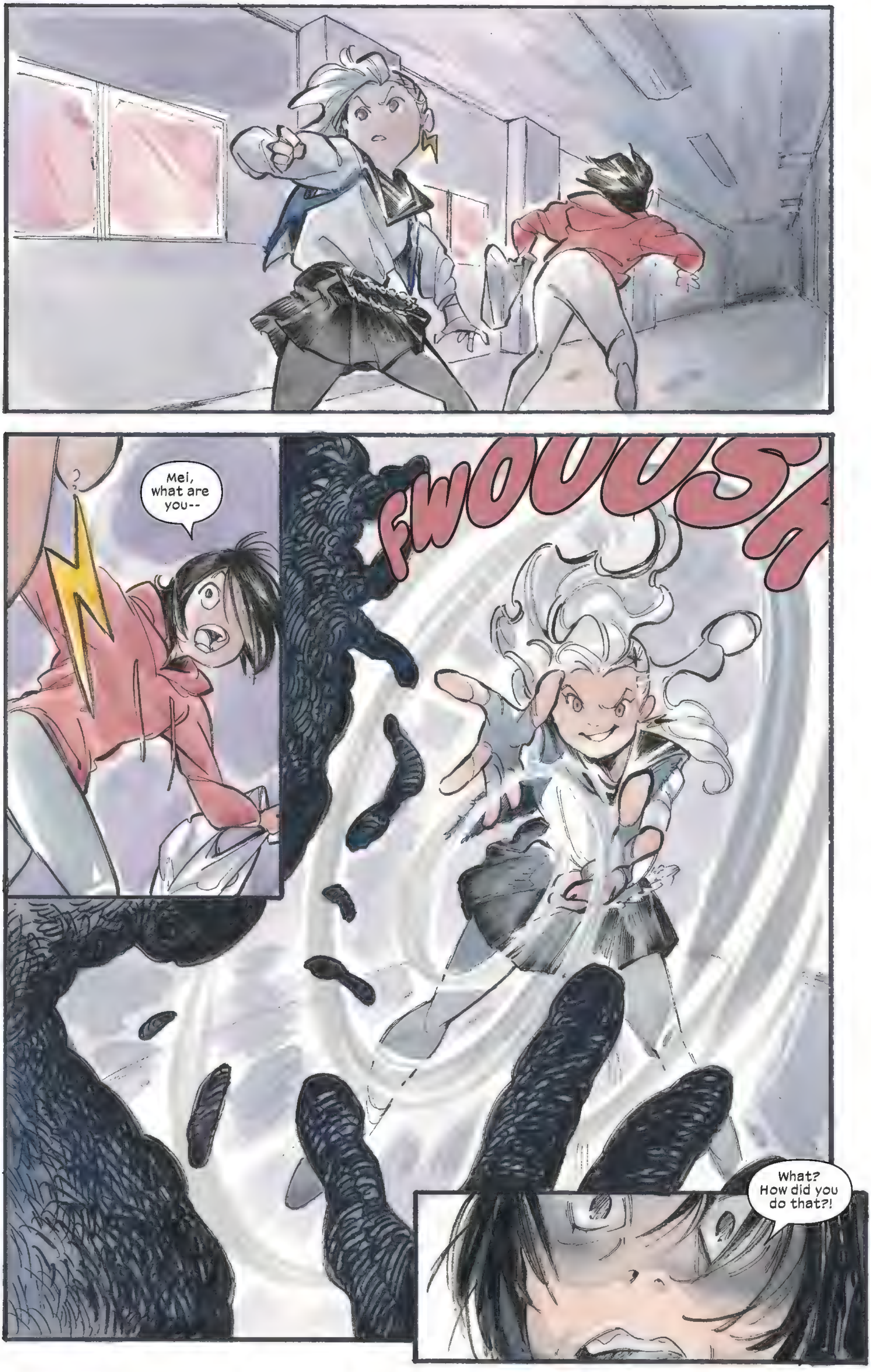

I thought this place would be crummier.
Check it out! The door's open! Hasn't this school been closed for years?
Weird.
!!
What are you waiting for? Let's go.
What does this old school have to do with your car crash, anyway?
I got a similar note right before the accident telling me to go to a temple...

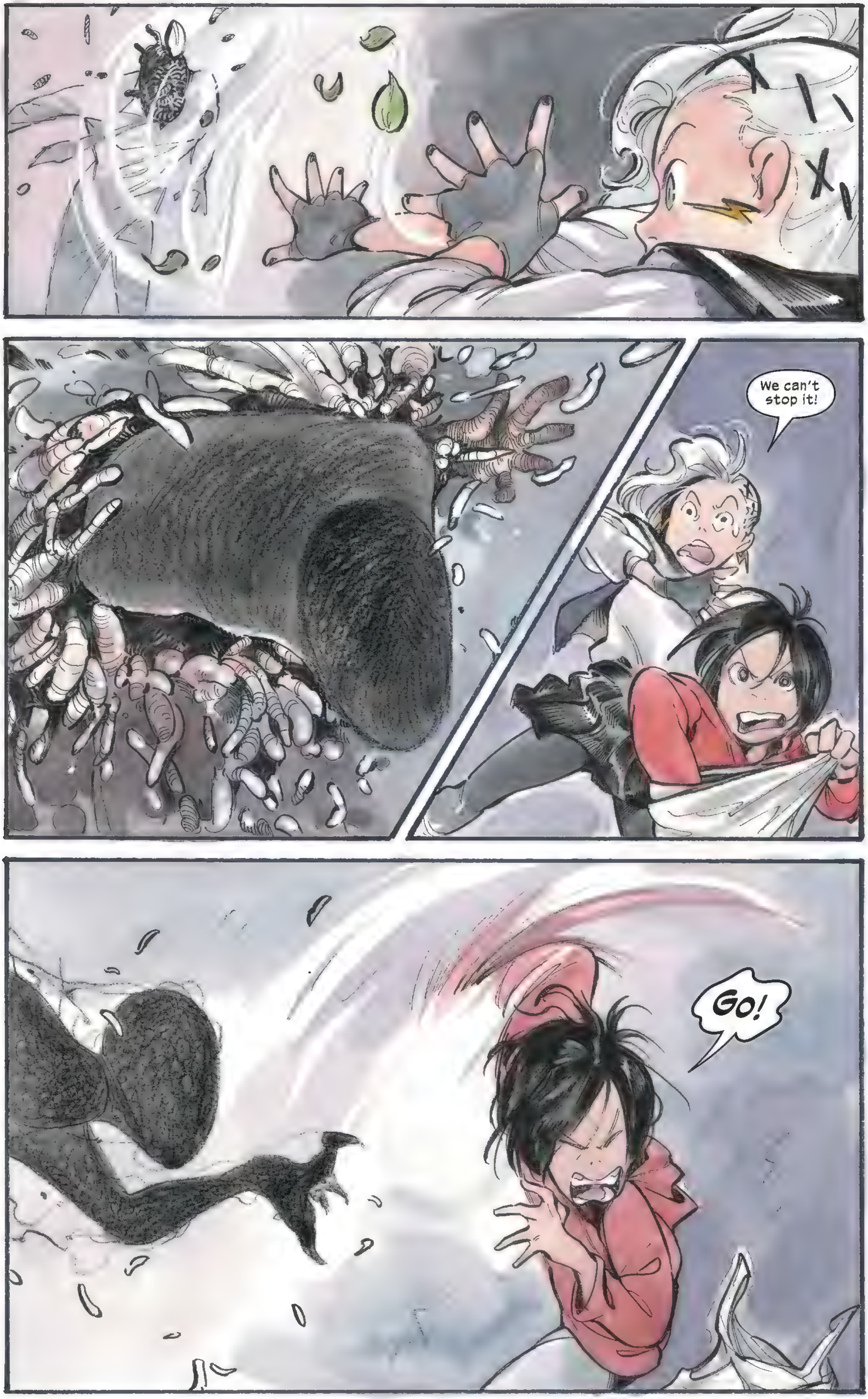

When I got there, this creepy shadow guy started talking about vengeance...
Now, *that's* a story.
...then a teacher died.
I'm hoping I can stop it before it claims another victim.
Honestly, I'm mad at myself for being too scared to go after him alone.
I probably should've told you this before I got you involved.
You must think I'm crazy.
Are you kidding? You're like a super hero.
That's so cool.
A super hero...? Not me.
Don't be so hard on yourself.

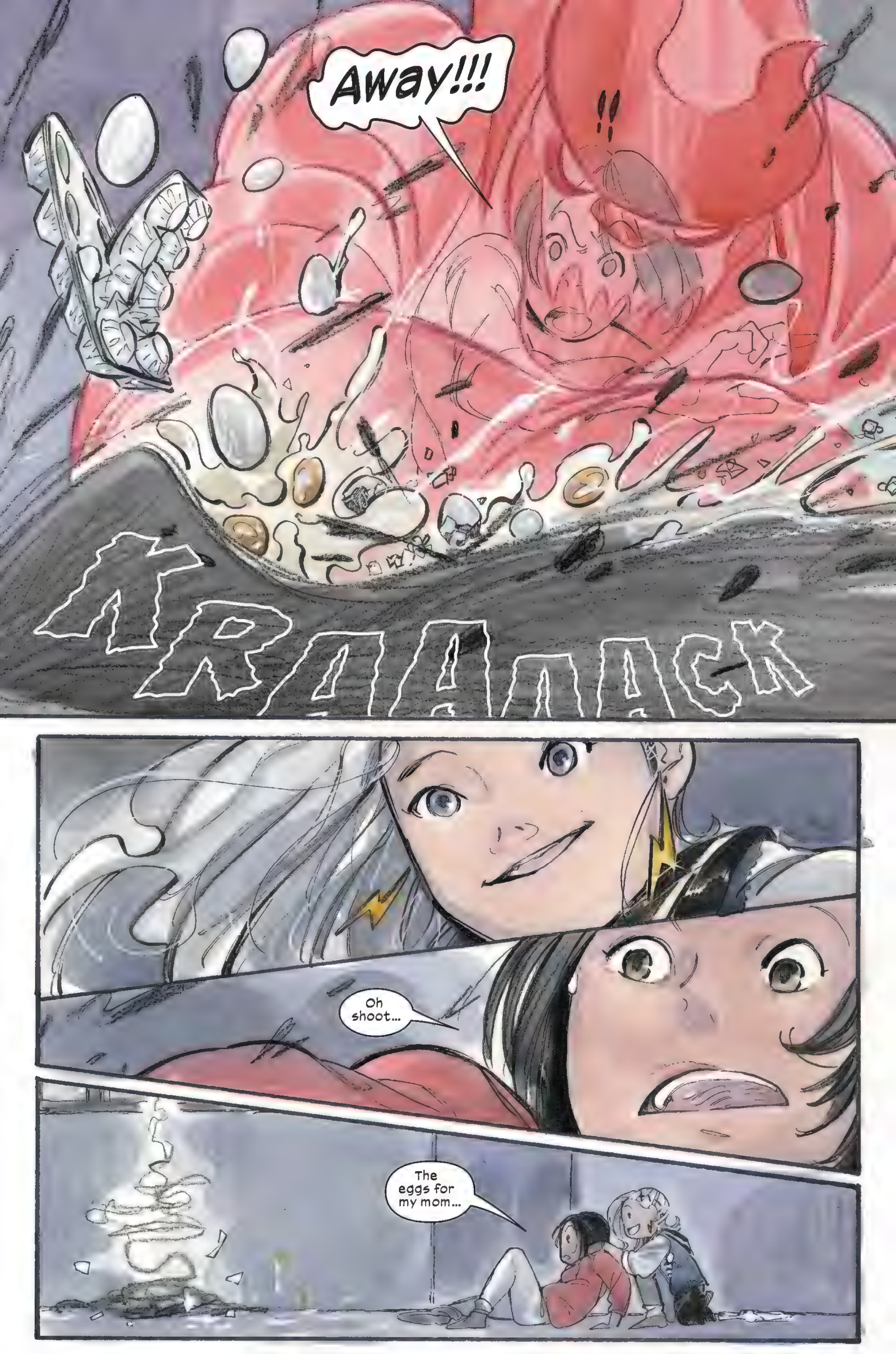

A super hero fighting a mysterious shadow...
ひッ!!
Wha- what is that...?!
SQSHSH
むにゅ
It looks like a stuffed animal.
こわ……
Eww! How can you touch that thing?
And why is it here?
Hey! You kids can't be in here!
This property is off-limits! What is this, some kind of stunt?
You making a ghost video?
DRIP DRIP
ピチャ
ぴちゃ
DRIP DRIP
ぴちゃ

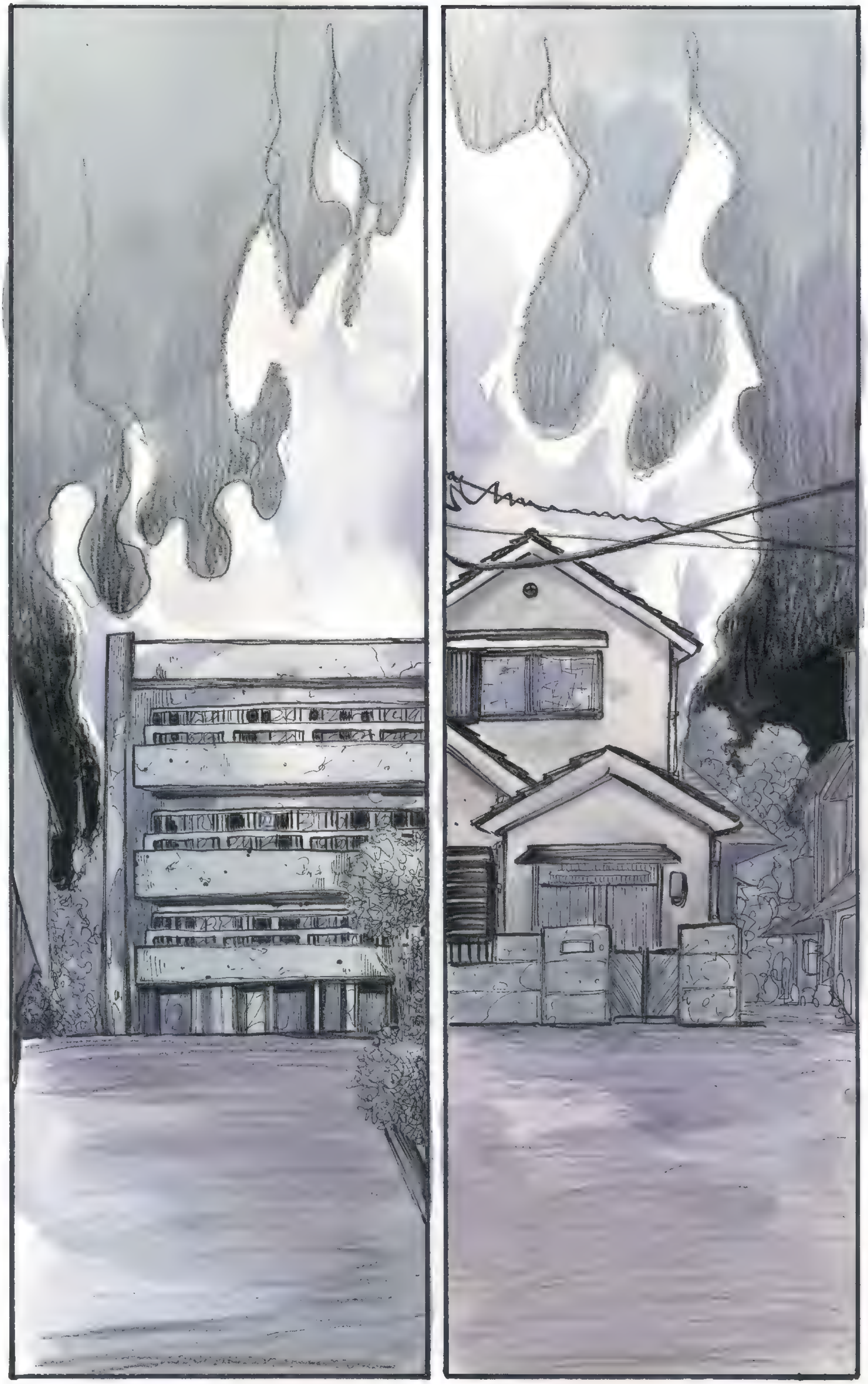

DRIP DRIP
ぴちゃ
ぴちゃ
DRIP DRIP
ぴちゃ
DRIP
What the--?
Hello, Hisako.
Thank you for accepting my invitation once again. You know the three boys who bullied Tsubasa?
You won't see them around anymore. I wanted to let you know.

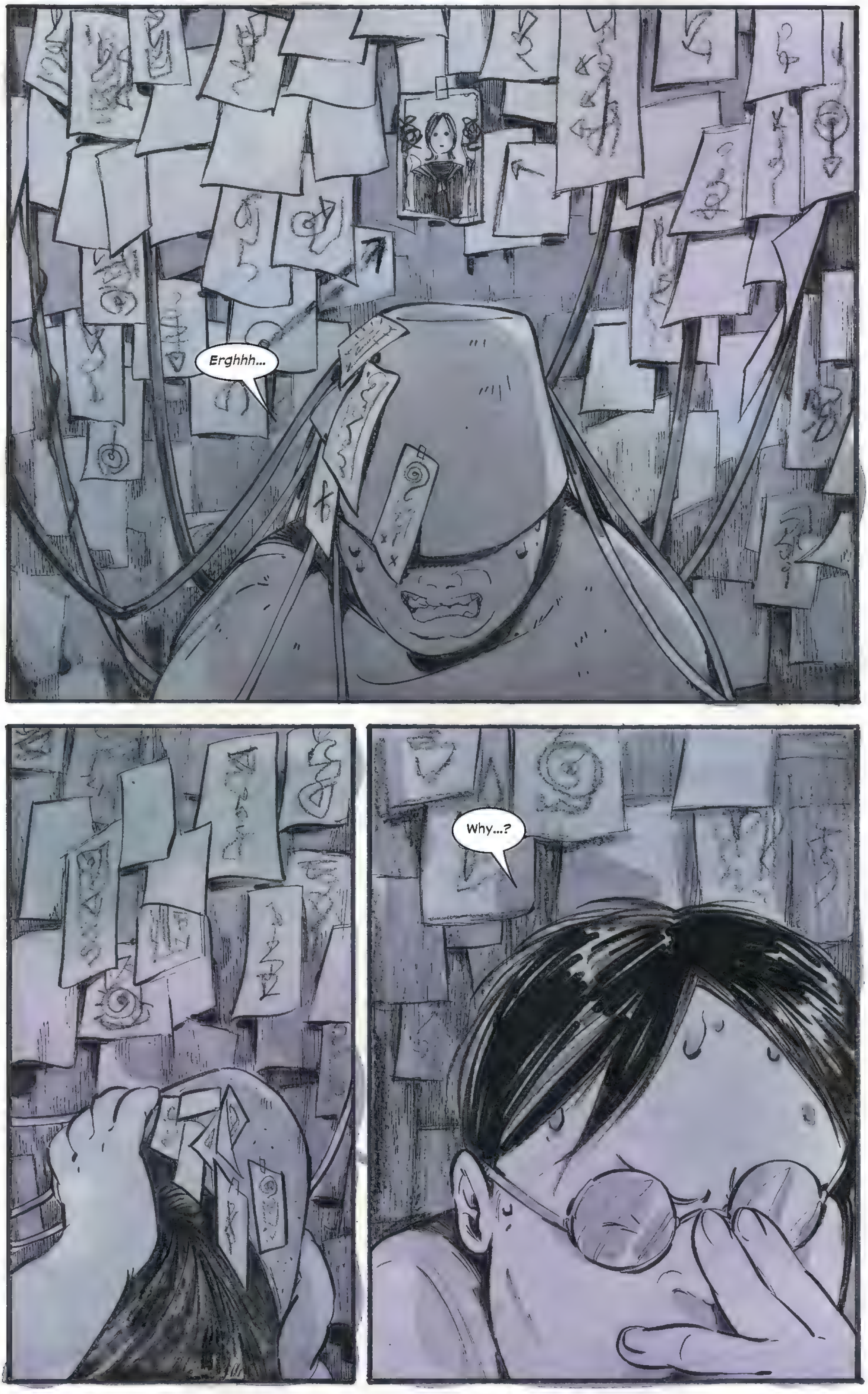

I see you brought a friend.
I-it's him...
Sir! He's a killer!
Who's a killer?
Run!!!

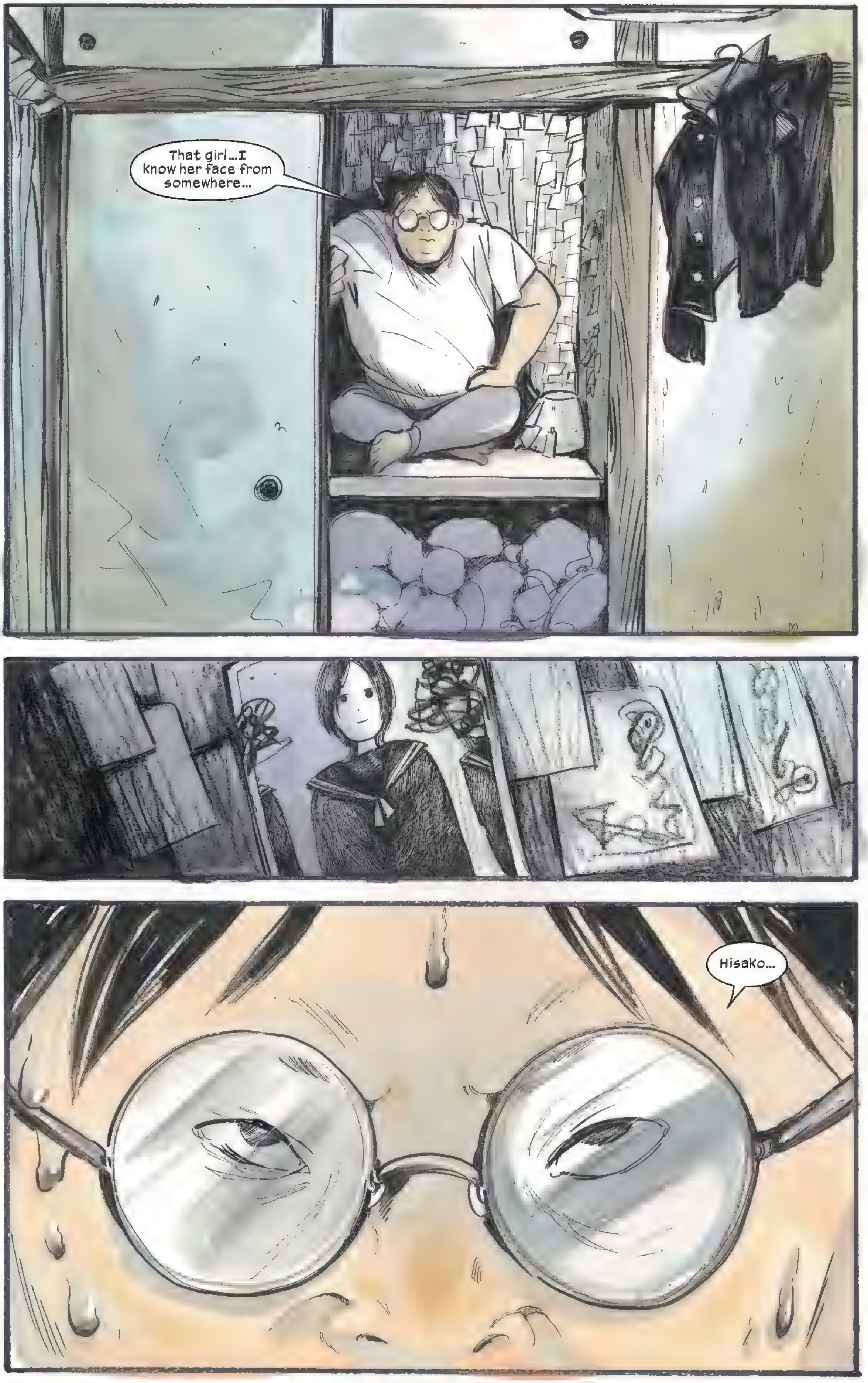

Mei, what are you--
FWOOOSH
What? How did you do that?!

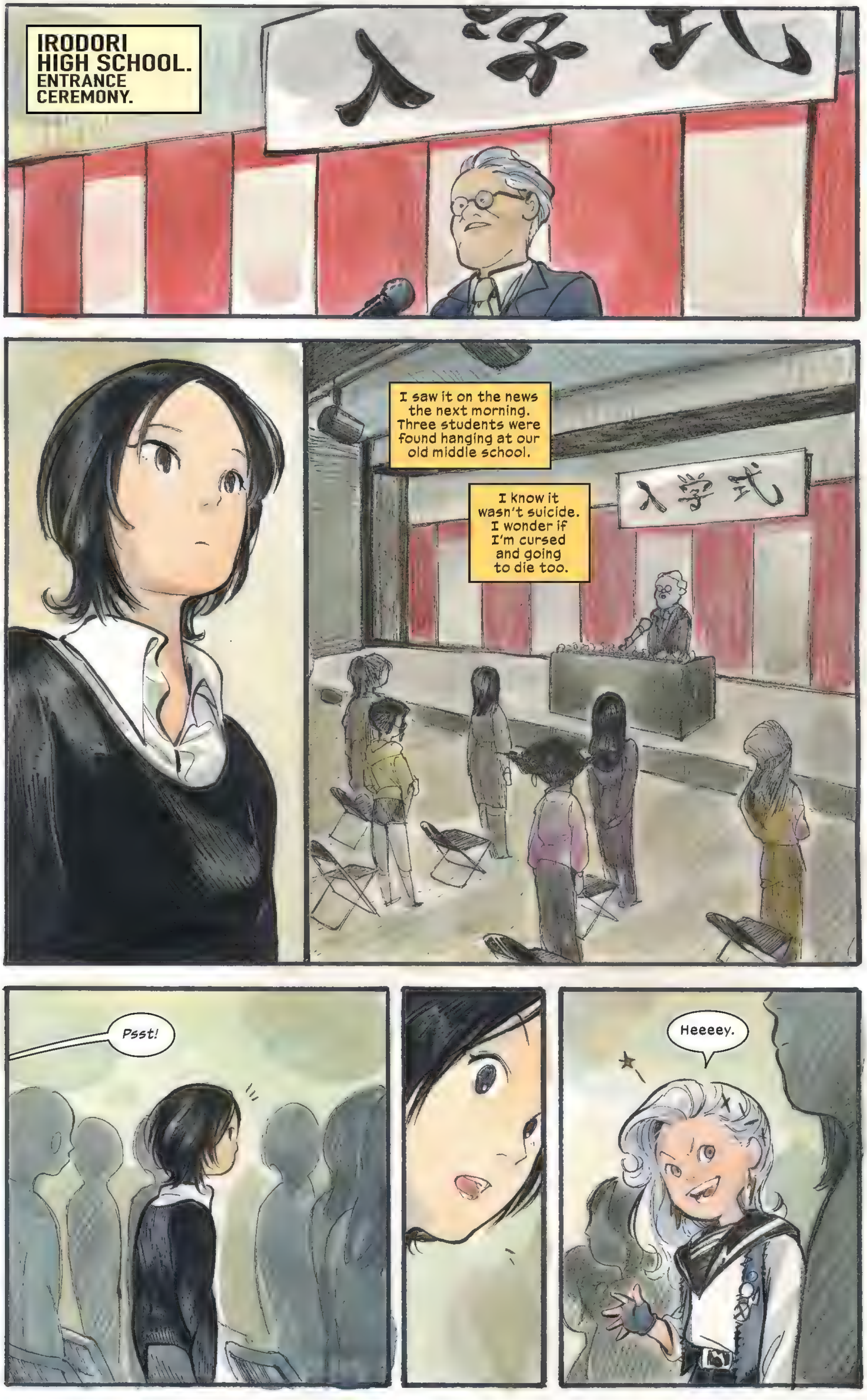

We can't stop it!
Go!

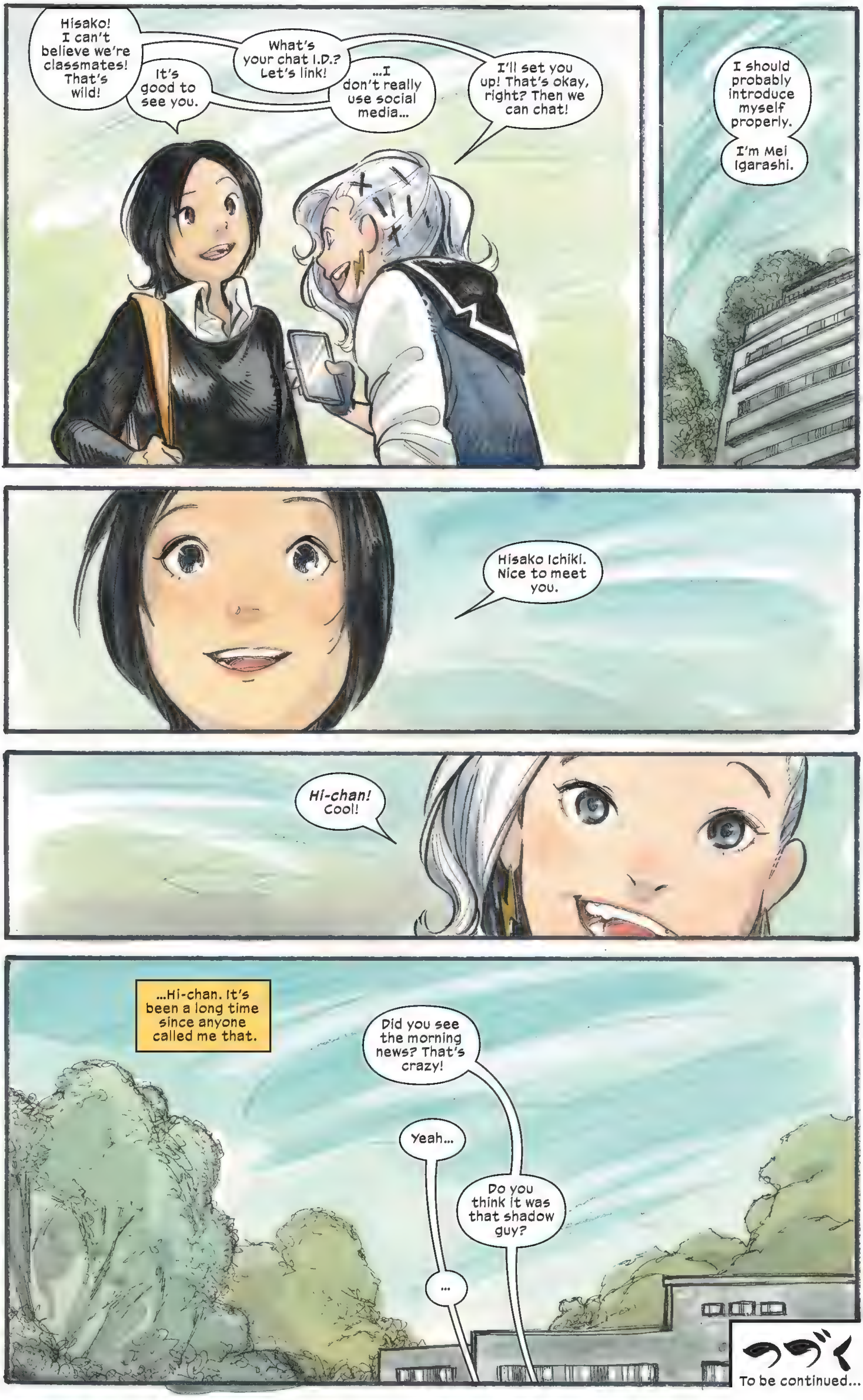

Away!!!
!!
KRAAAACK
Oh shoot...
The eggs for my mom...




Erghhh...
Why...?


That girl...I know her face from somewhere...
Hisako...

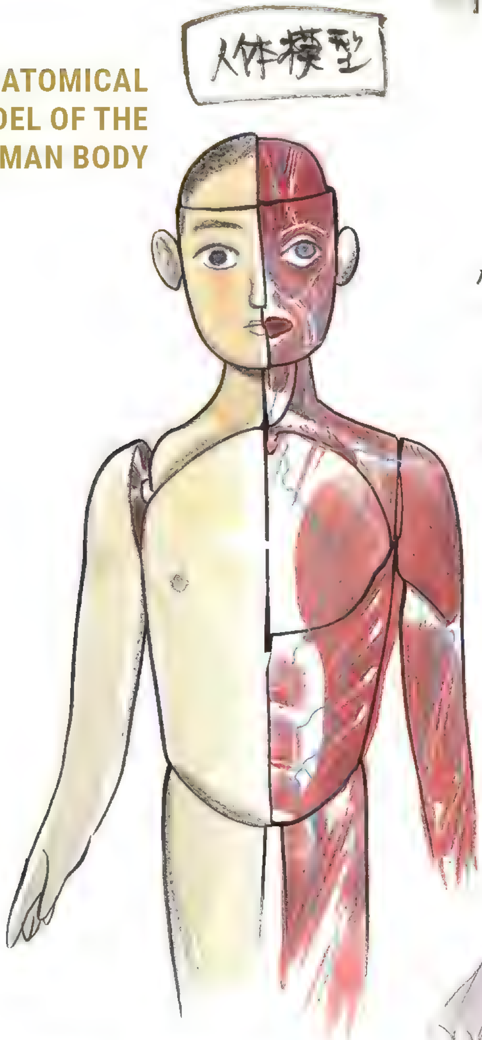

IRODORI HIGH SCHOOL. ENTRANCE CEREMONY.
入学式
I saw it on the news the next morning. Three students were found hanging at our old middle school.
入学式
I know it wasn't suicide. I wonder if I'm cursed and going to die too.
Psst!
Heeeey.


Hisako! I can't believe we're classmates! That's wild!
It's good to see you.
What's your chat I.D.? Let's link!
...I don't really use social media...
I'll set you up! That's okay, right? Then we can chat!
I should probably introduce myself properly.
I'm Mei Igarashi.
Hisako Ichiki. Nice to meet you.
Hi-chan! Cool!
...Hi-chan. It's been a long time since anyone called me that.
Did you see the morning news? That's crazy!
Yeah...
Do you think it was that shadow guy?
...
つづく
To be continued...

LEXICON

ANATOMY AND SCIENCE CLASSROOM

ANATOMICAL MODEL OF THE HUMAN BODY

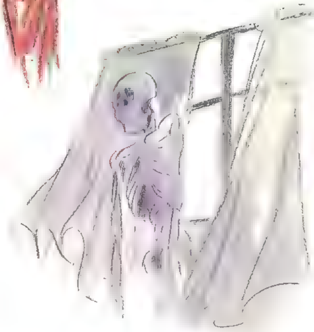


学校の理科室では
たくさんの怪談話[illegible]であふれている。
人体模型や ホルマリン漬け、
死を連想されるものたちで
あふれているからだろうか…？

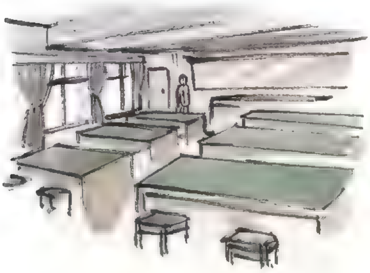
動物のホルマリン漬け

There are many ghost stories about the anatomy and science classroom.

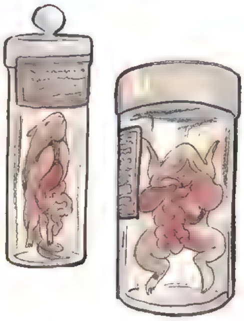
Maybe because there are so many dead things in the room...?

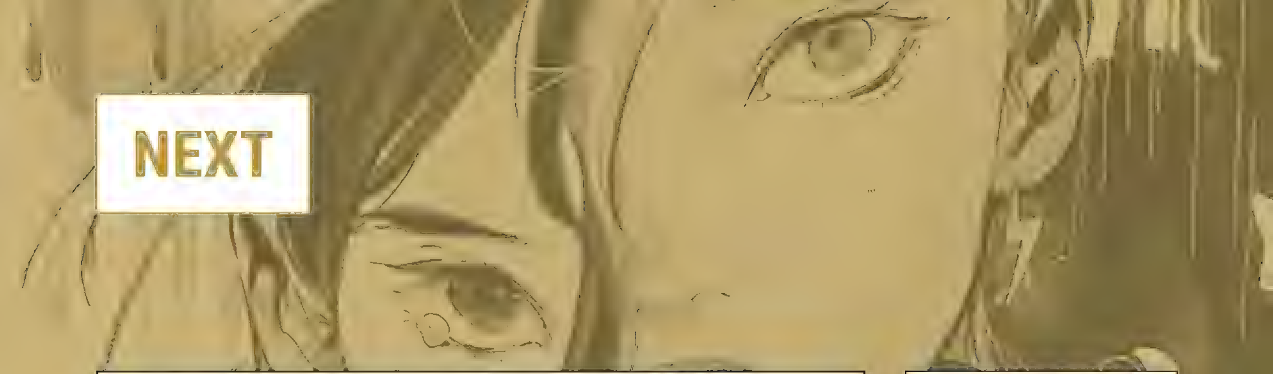


SKELETON MODEL



FORMALIN-PERSERVED SPECIMENS





NEXT

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ULTIMATE
X-MEN
3
PEACH MOMOKO
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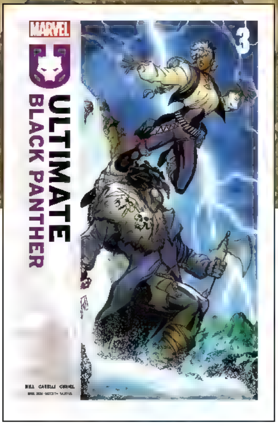
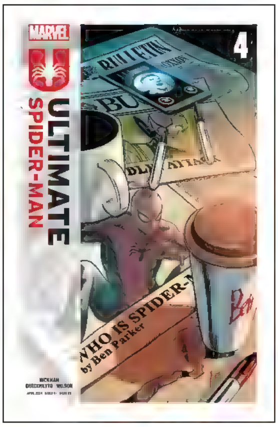
ON SALE IN **APRIL**


MARVEL
ULTIMATE
BLACK PANTHER
3

ULTIMATE BLACK PANTHER #3

BY **BRYAN HILL** & **STEFANO CASELLI**

ON SALE THIS MONTH


MARVEL
ULTIMATE
SPIDER-MAN
4
BULLETIN
WHO IS SPIDER-M
by Ben Parker

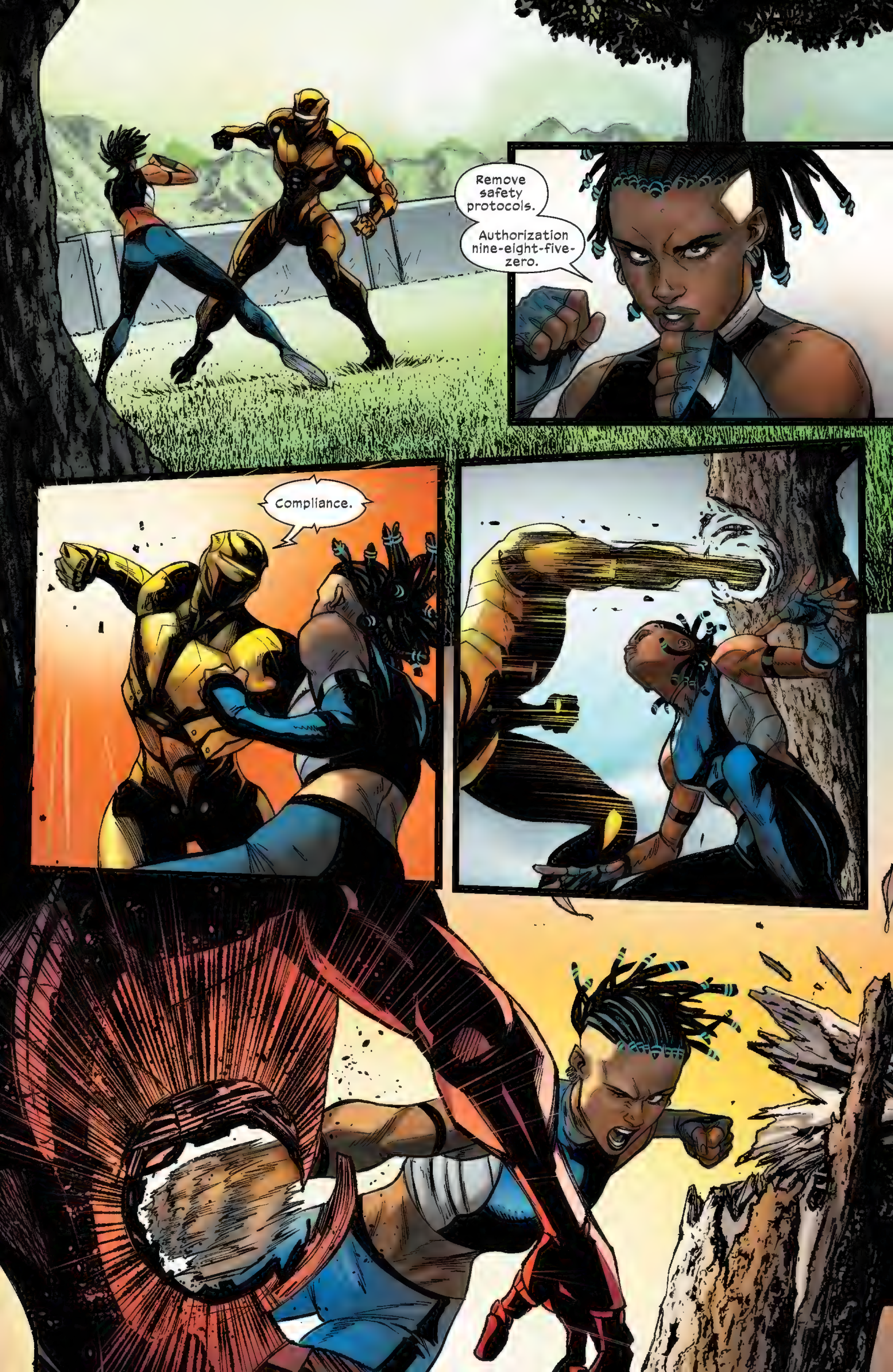
ULTIMATE SPIDER-MAN #4

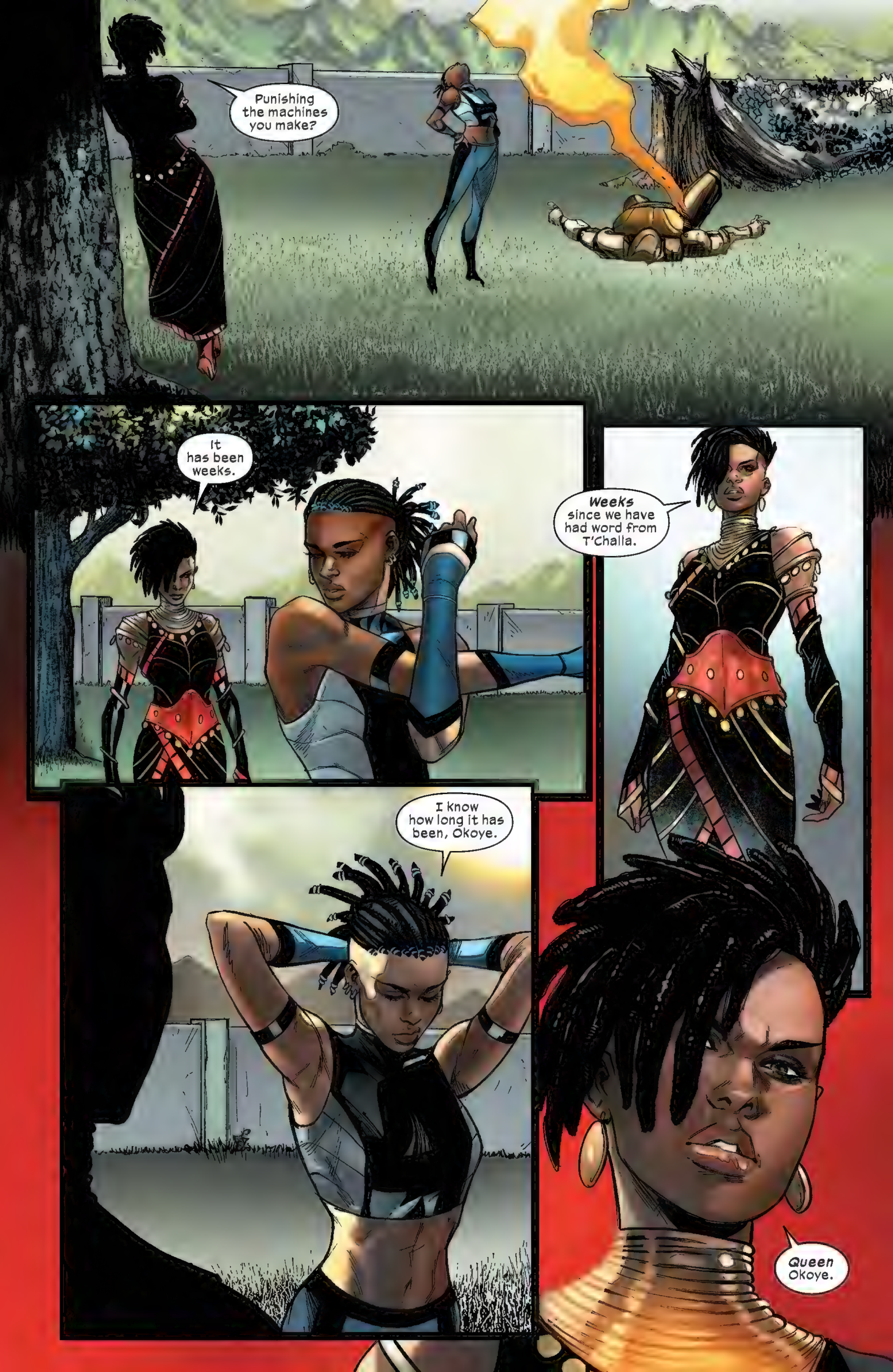
BY **JONATHAN HICKMAN** & **DAVID MESSINA**

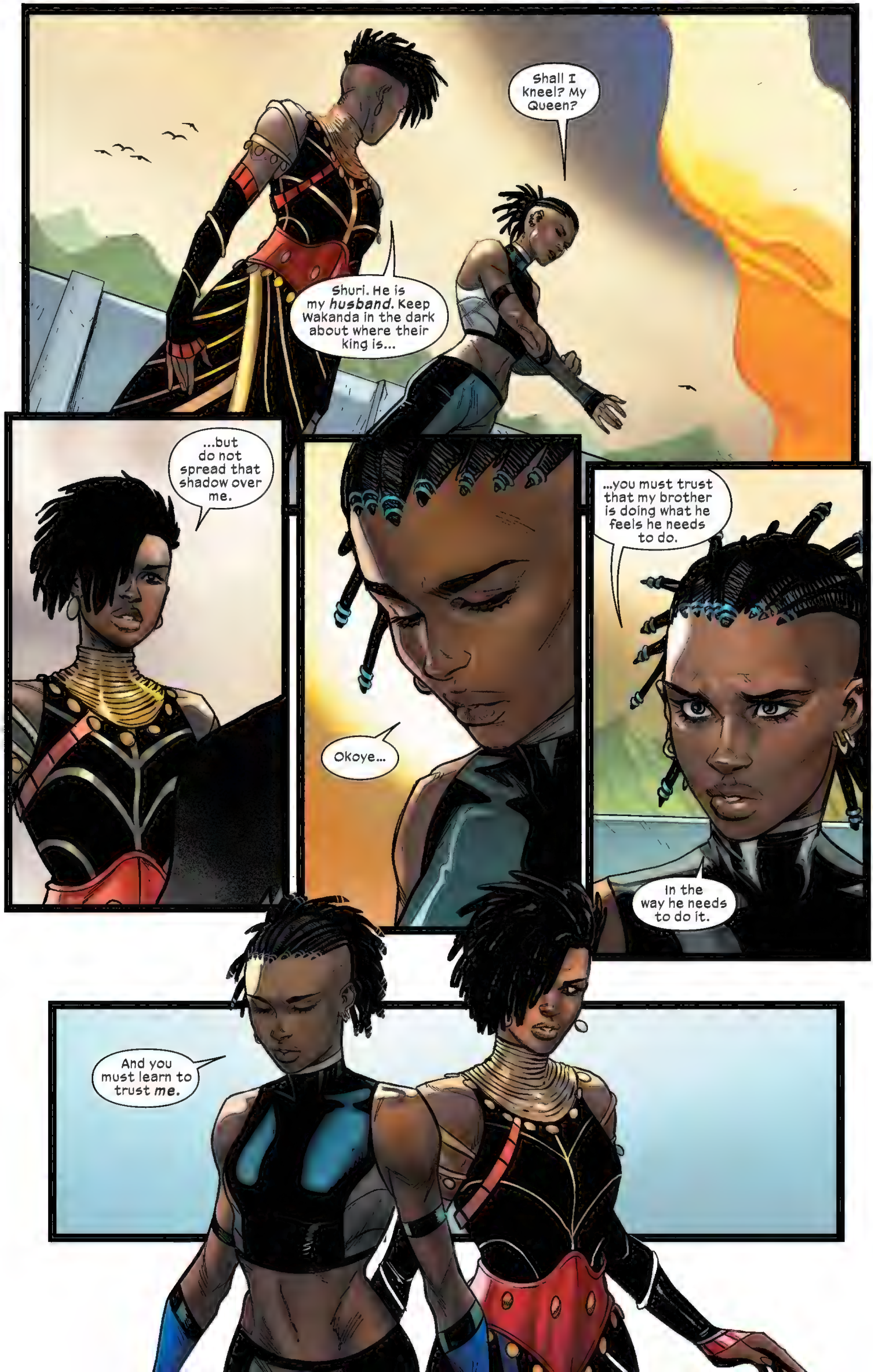
ON SALE THIS MONTH

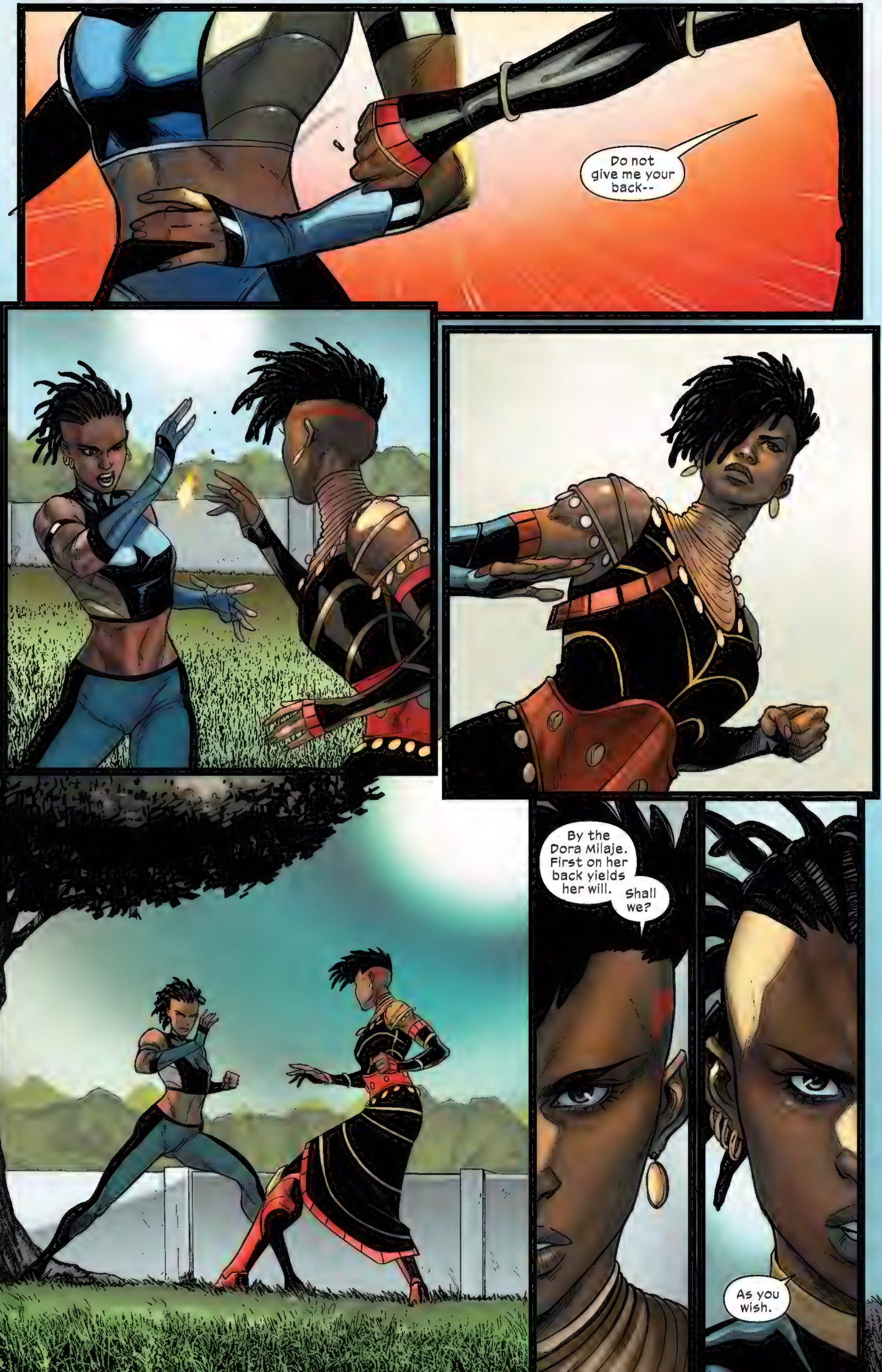
WE WANT TO HEAR FROM YOU! EMAIL US AT **MHEROES@MARVEL.COM** AND MARK YOUR LETTERS **"OKAY TO PRINT"**!

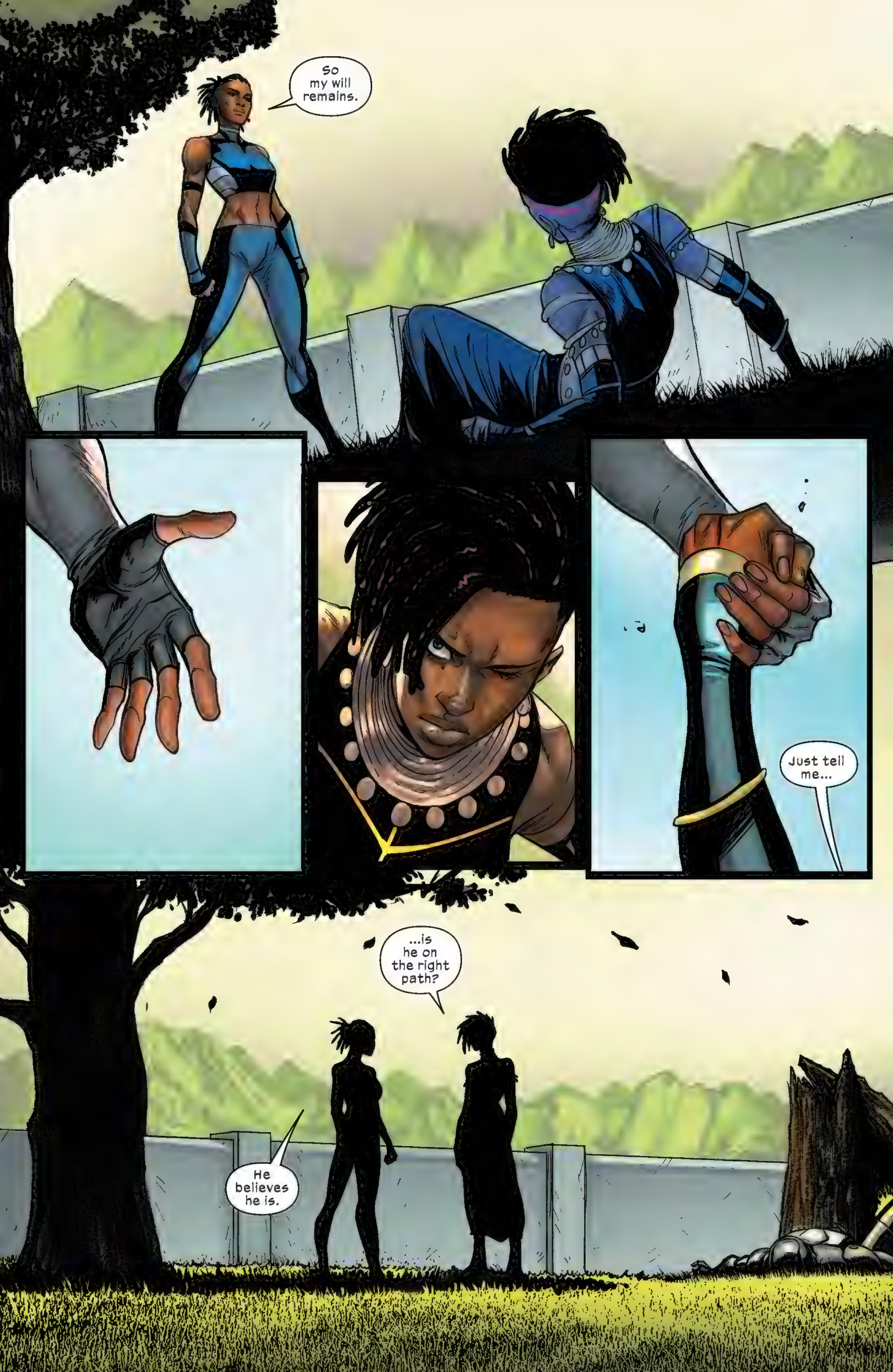
IF YOU ARE STRUGGLING WITH THOUGHTS OF SUICIDE, OR ARE WORRIED ABOUT A FRIEND OR LOVED ONE, PLEASE REACH OUT TO A COUNSELOR OR SOMEONE YOU TRUST OR DIAL 988 FOR THE SUICIDE AND CRISIS LIFELINE.


Remove safety protocols.
Authorization nine-eight-five-zero.
Compliance.


Punishing the machines you make?
It has been weeks.
Weeks since we have had word from T'Challa.
I know how long it has been, Okoye.
Queen Okoye.


Shall I kneel? My Queen?
Shuri. He is my ***husband***. Keep Wakanda in the dark about where their king is...
...but do not spread that shadow over me.
Okoye...
...you must trust that my brother is doing what he feels he needs to do.
In the way he needs to do it.
And you must learn to trust *me*.


Do not give me your back--
By the Dora Milaje. First on her back yields her will.
Shall we?
As you wish.


So my will remains.
Just tell me...
...is he on the right path?
He believes he is.

3

A diabolical genius known as **THE MAKER** created his ideal Earth by systematically preventing anyone from ever becoming a super hero. To rule his perfected Earth, he placed super villains in charge of different regions, and together, **THE MAKER'S COUNCIL** quietly orchestrated the history of the world.

Among them are **RA** and **KHONSHU**, collectively known as **MOON KNIGHT**, who oversee Africa—all but the impenetrable, isolated kingdom of **WAKANDA**. But when Ra and Khonshu planted an assassin within Wakanda's borders, **KING T'CHALLA** was forced to send the kingdom into war.

In pursuit of Moon Knight, **BLACK PANTHER** chased a lead into an ambush—where he was rescued by a pair of freedom fighters. One calls himself **KILLMONGER**; the other harnesses the power of the **STORM…**

WRITER: **BRYAN HILL**
ARTIST: **STEFANO CASELLI**

COLOR ARTIST: **DAVID CURIEL**
LETTERER: **VC's CORY PETIT**
COVER ARTISTS: **STEFANO CASELLI & DAVID CURIEL**
VARIANT
COVER ARTISTS: **BOSSLOGIC; JOSHUA CASSARA & GURU-eFX; PEACH MOMOKO; SKAN**

DESIGN: **JAY BOWEN**
ASSISTANT EDITOR: **MICHELLE MARCHESE**
EDITOR: **WIL MOSS**
EDITOR IN CHIEF: **C.B. CEBULSKI**

BLACK PANTHER CREATED BY **STAN LEE** & **JACK KIRBY**

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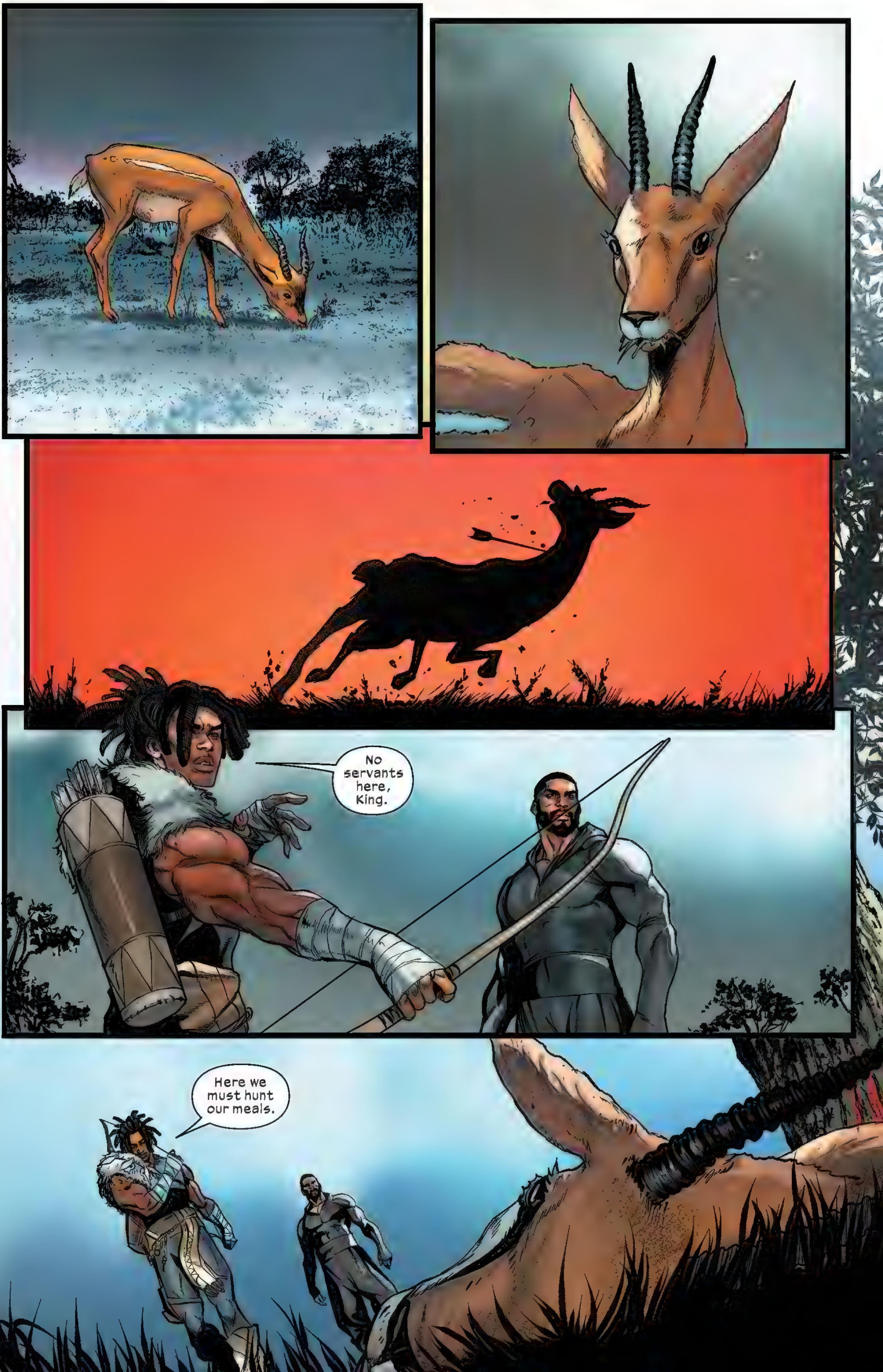
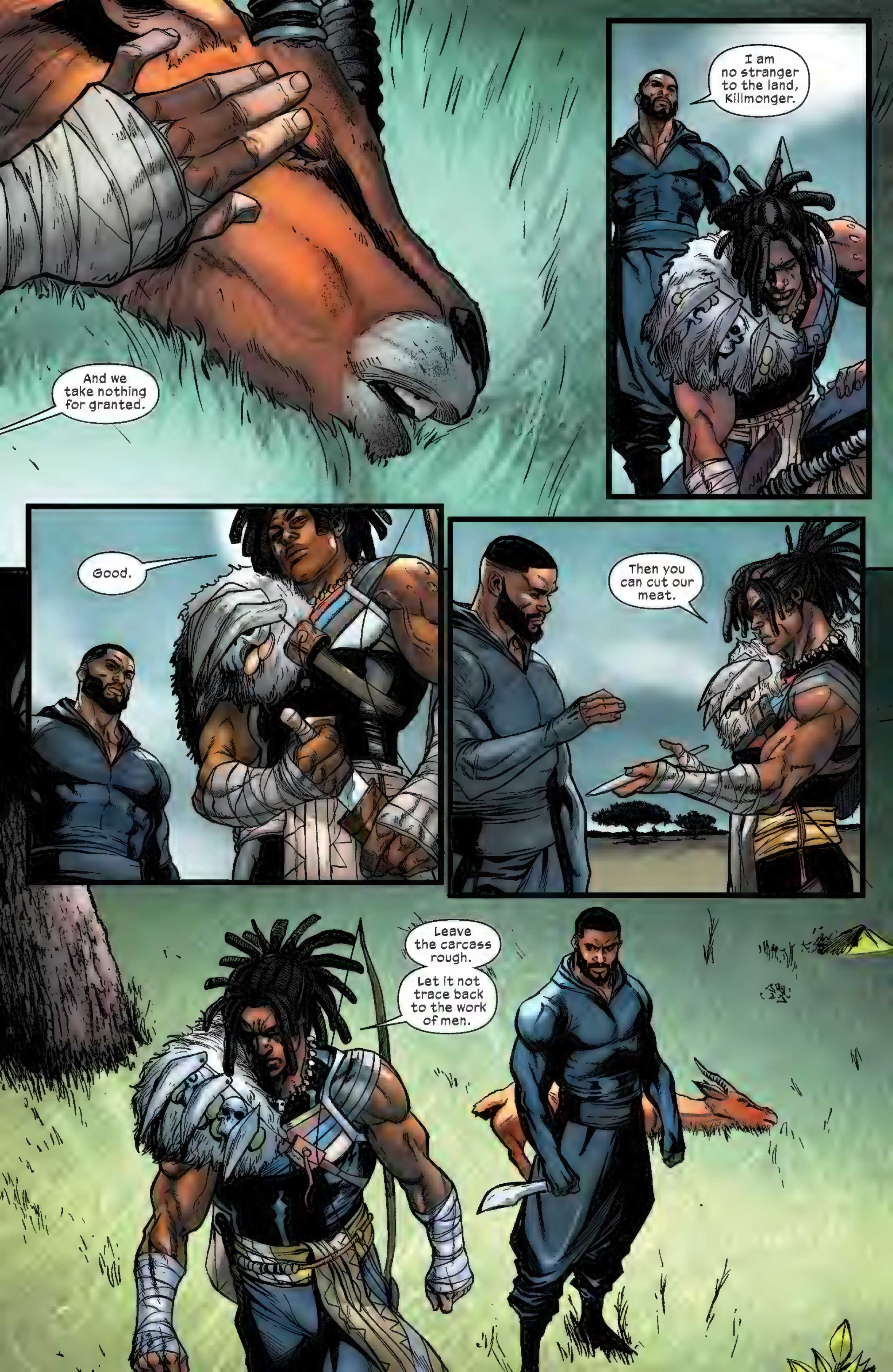
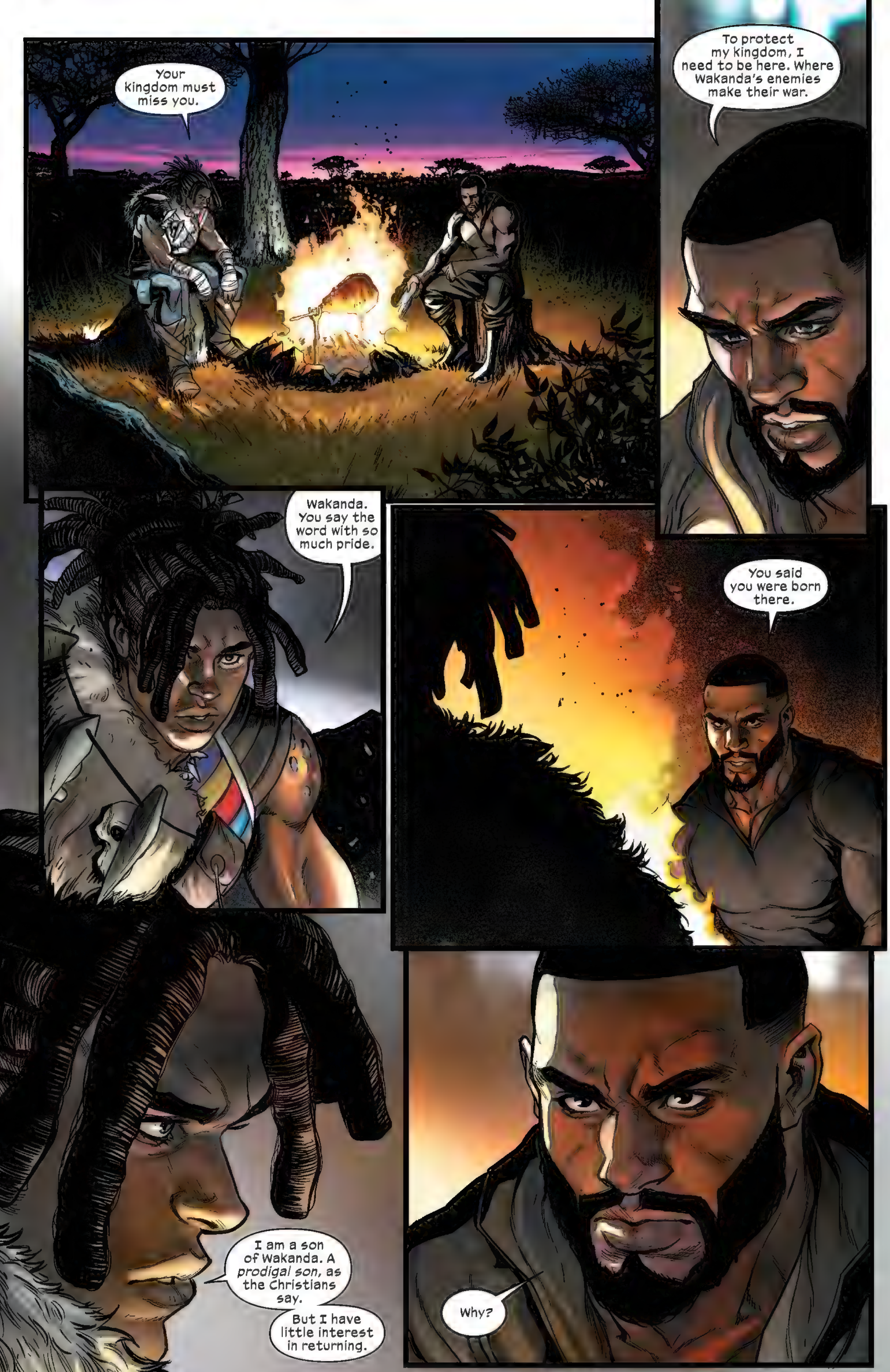
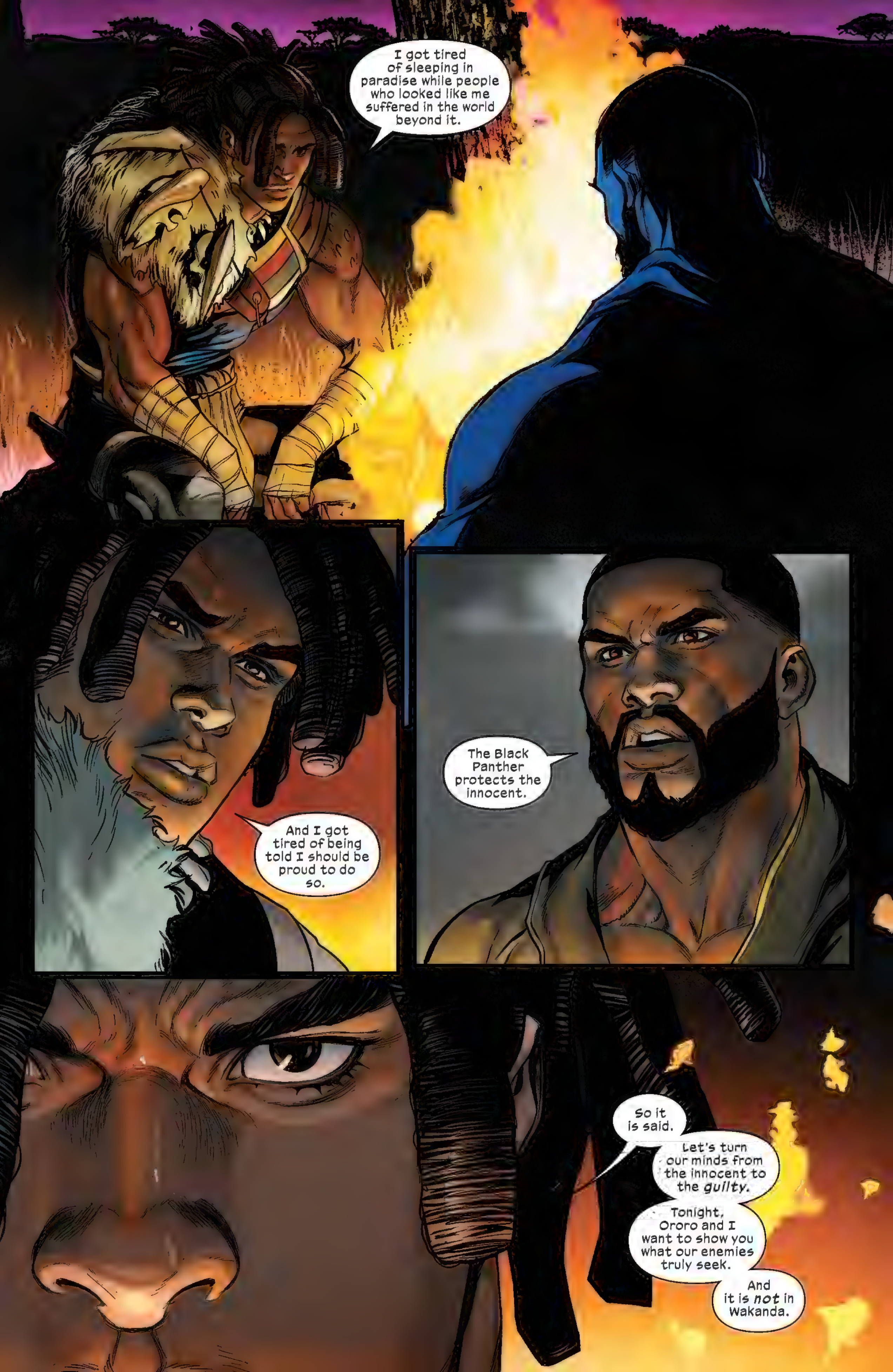
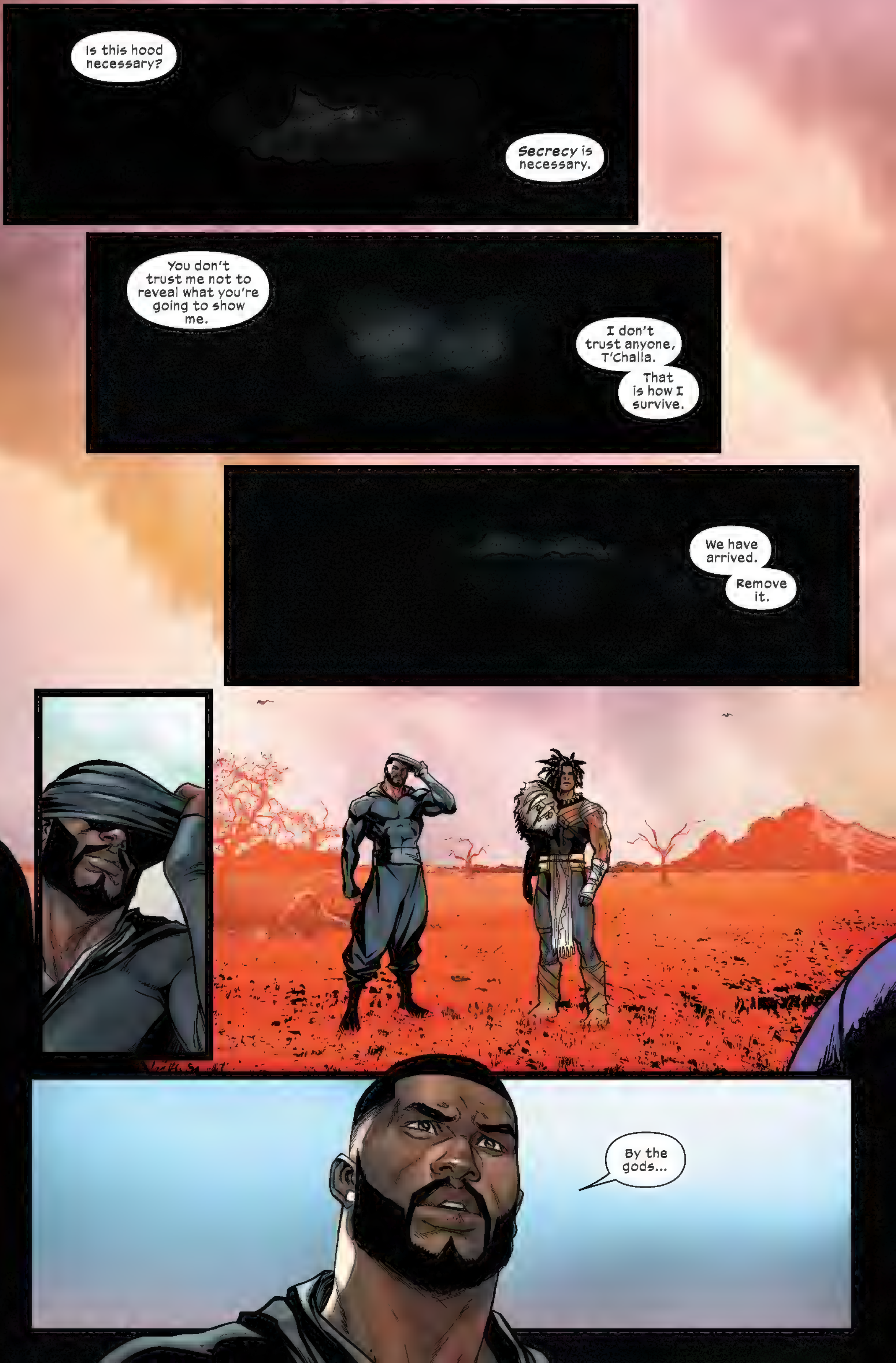
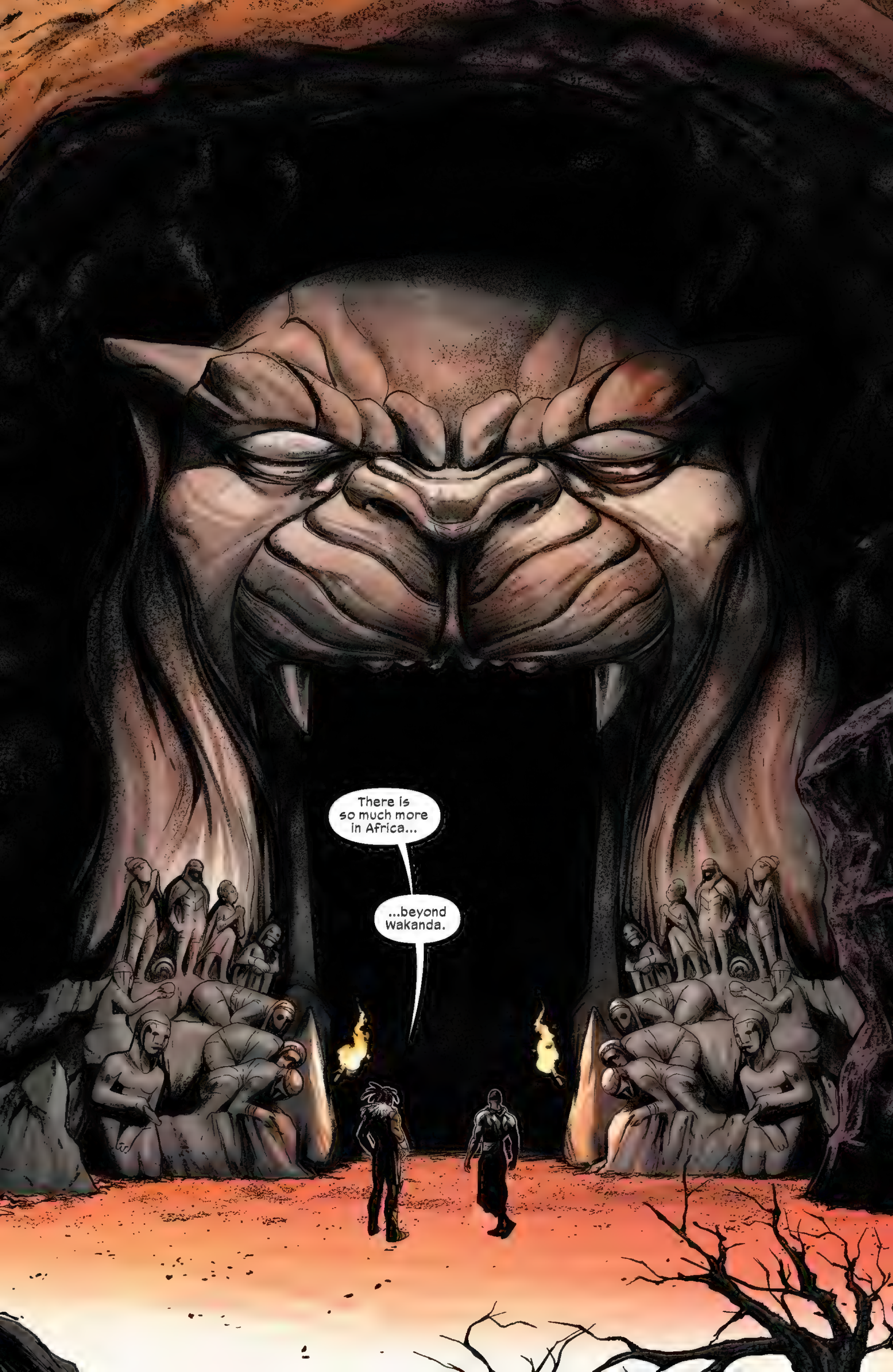

No servants here, King.
Here we must hunt our meals.

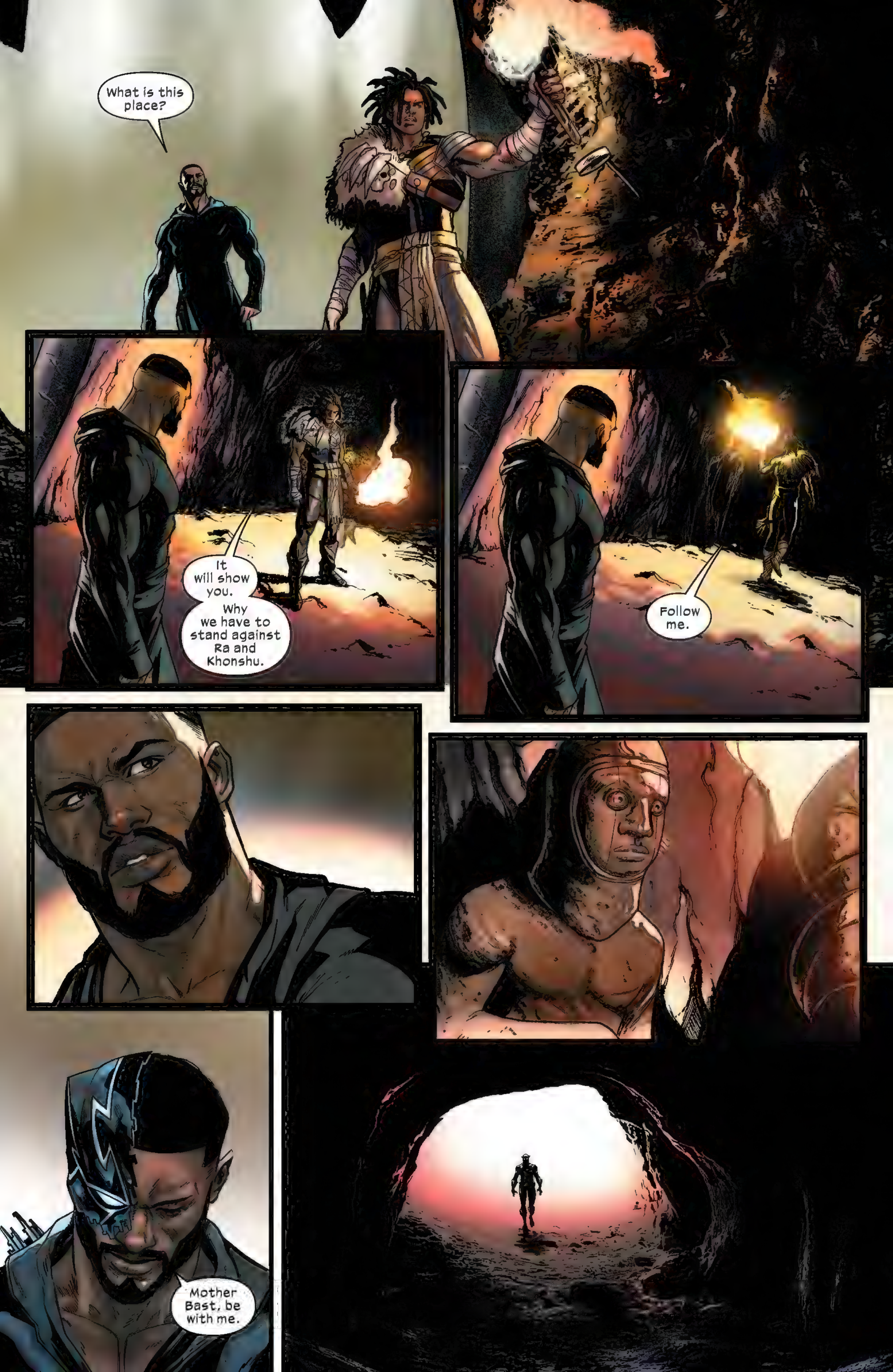

And we take nothing for granted.
I am no stranger to the land, Killmonger.
Good.
Then you can cut our meat.
Leave the carcass rough.
Let it not trace back to the work of men.

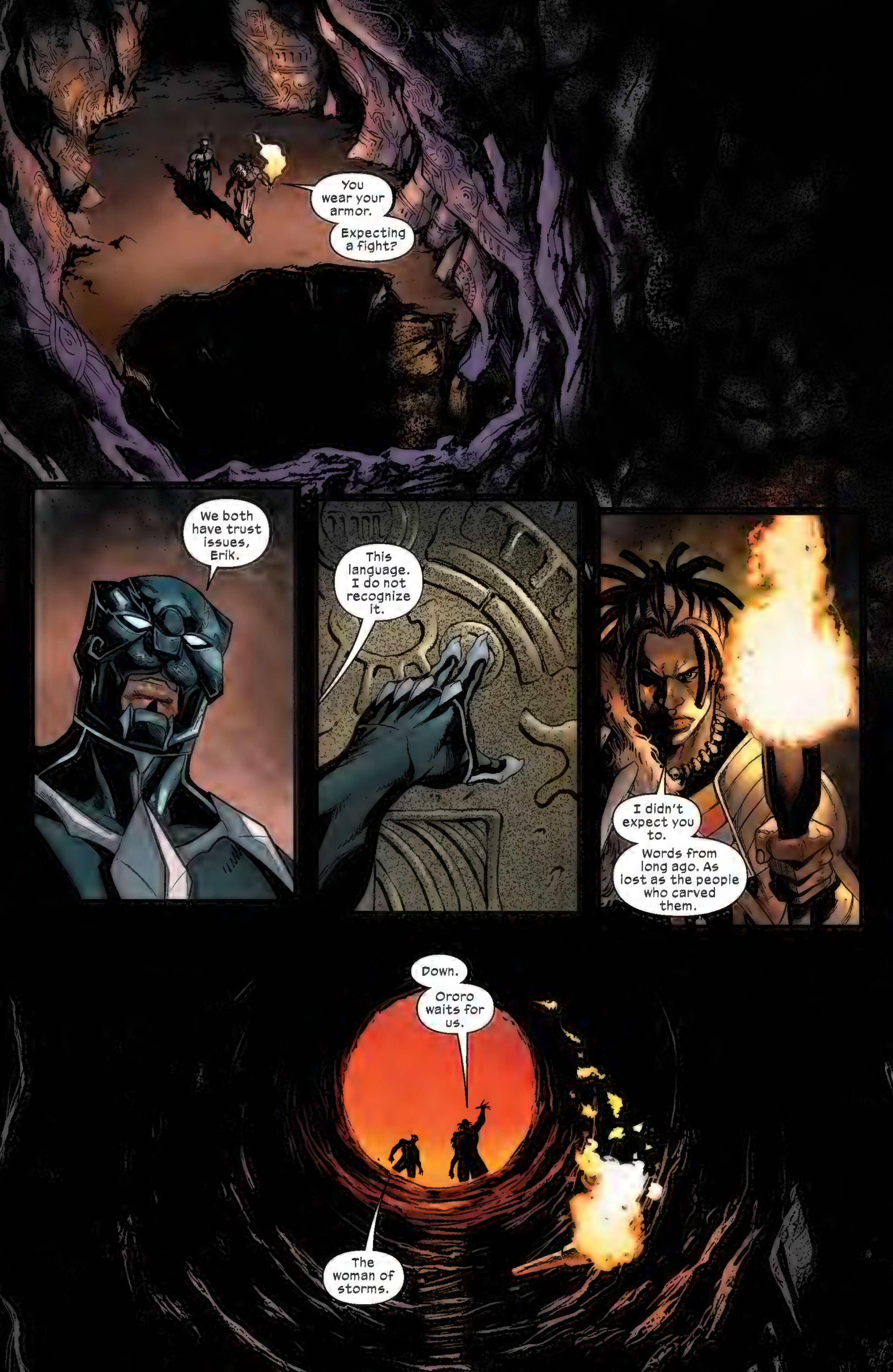

Your kingdom must miss you.
To protect my kingdom, I need to be here. Where Wakanda's enemies make their war.
Wakanda. You say the word with so much pride.
You said you were born there.
I am a son of Wakanda. A *prodigal son*, as the Christians say.
But I have little interest in returning.
Why?

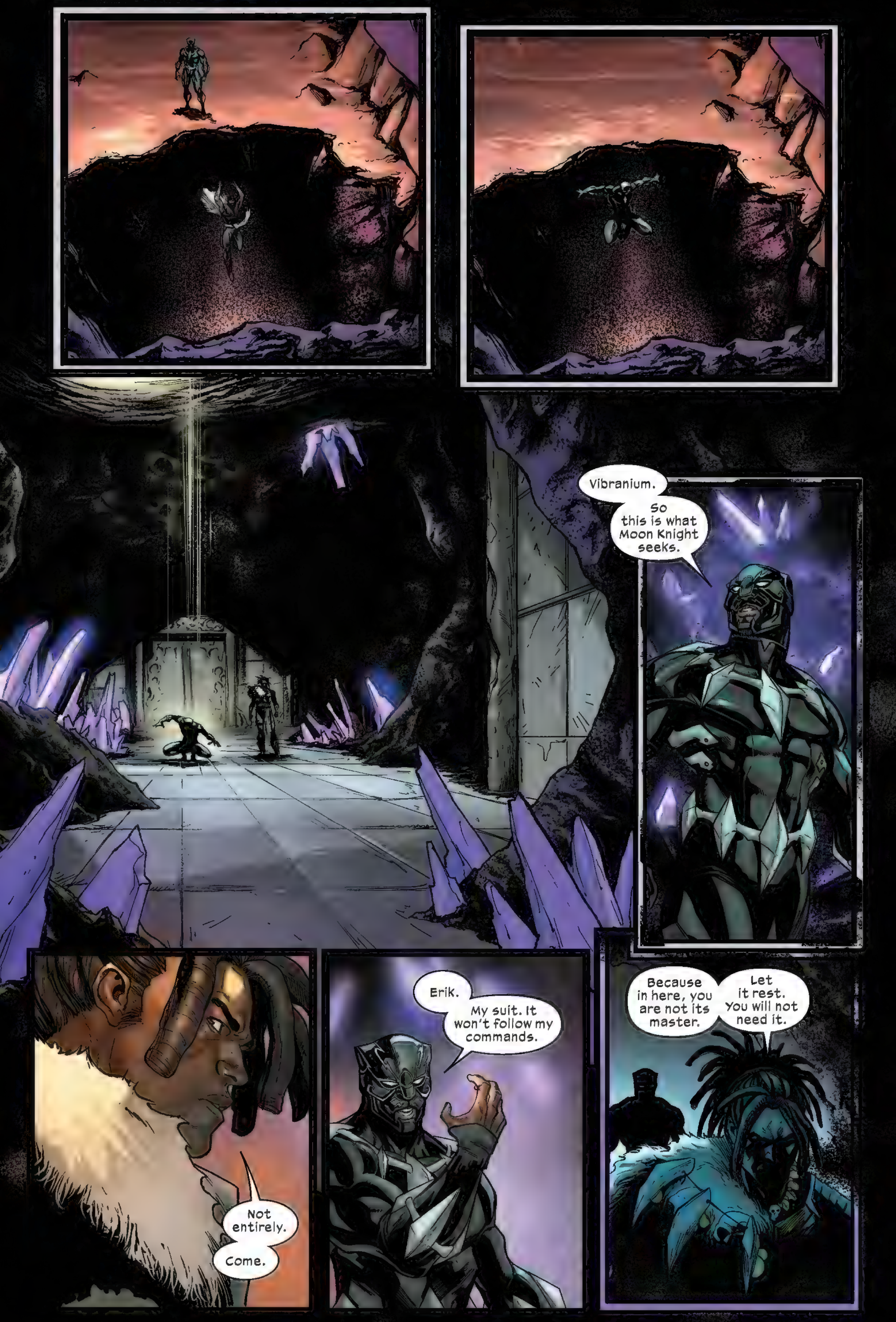

I got tired of sleeping in paradise while people who looked like me suffered in the world beyond it.
And I got tired of being told I should be proud to do so.
The Black Panther protects the innocent.
So it is said.
Let's turn our minds from the innocent to the *guilty*.
Tonight, Ororo and I want to show you what our enemies truly seek.
And it is *not* in Wakanda.

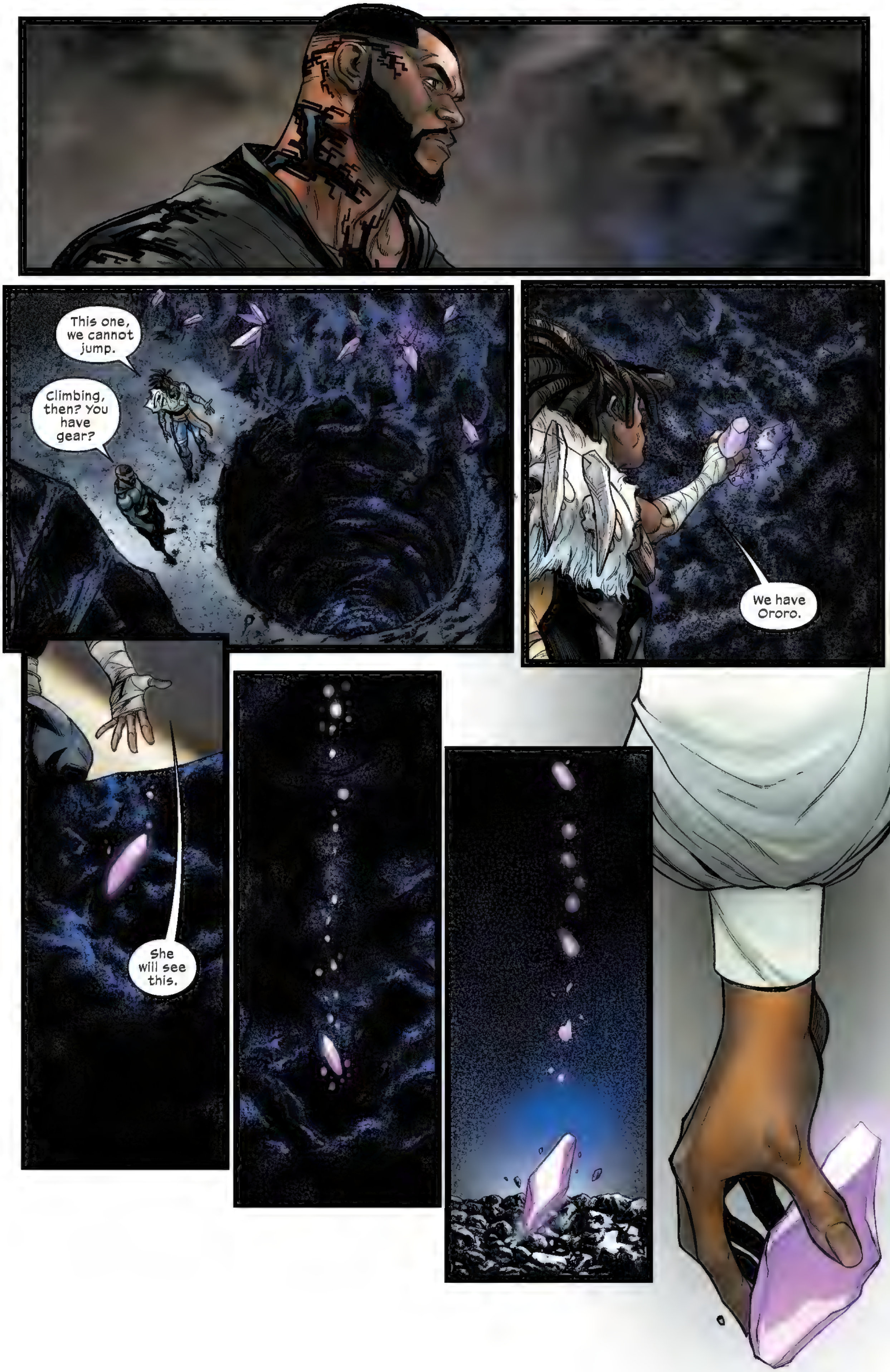

Is this hood necessary?
Secrecy is necessary.
You don't trust me not to reveal what you're going to show me.
I don't trust anyone, T'Challa.
That is how I survive.
We have arrived.
Remove it.
By the gods...

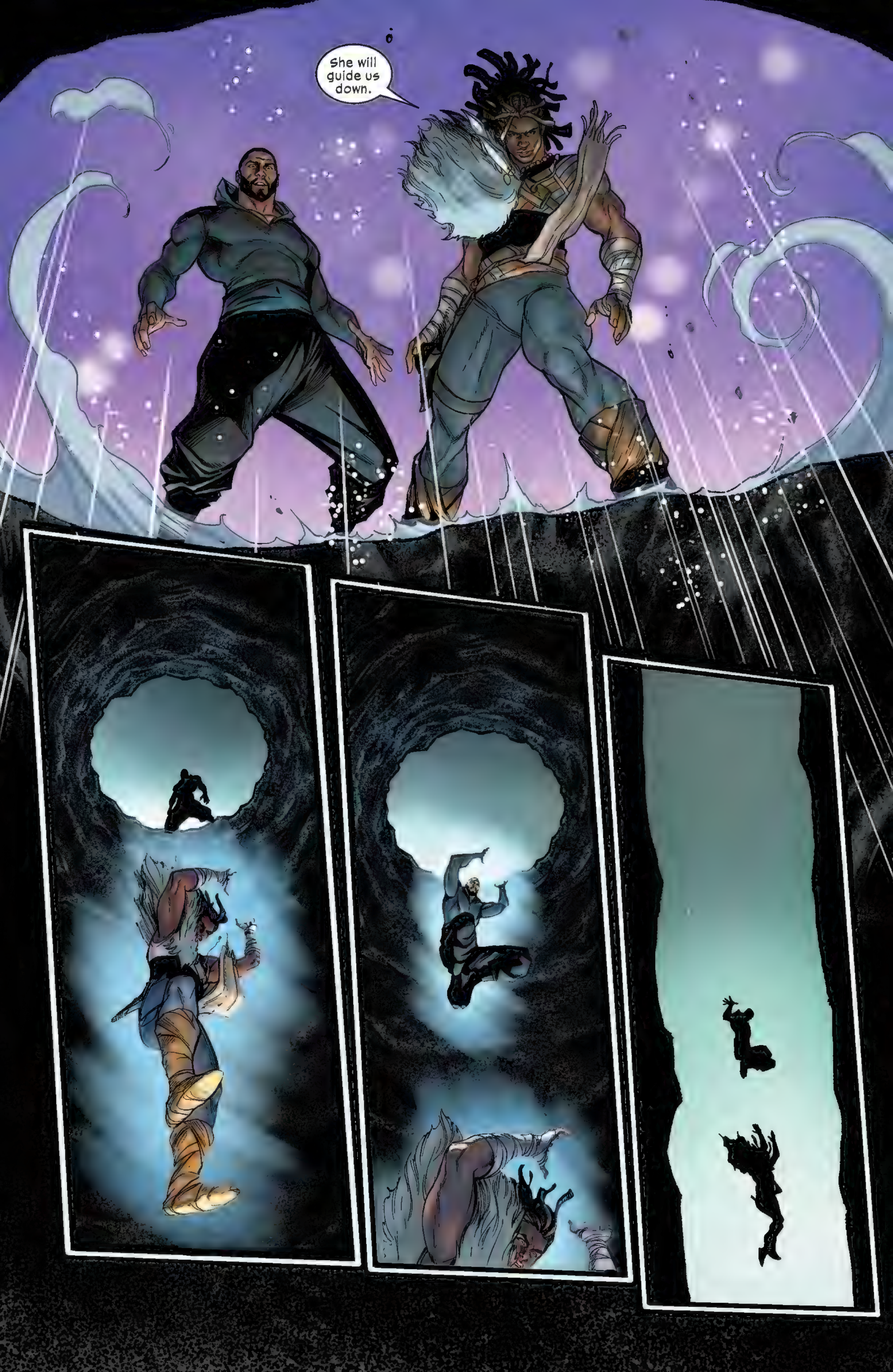

There is so much more in Africa...
...beyond Wakanda.

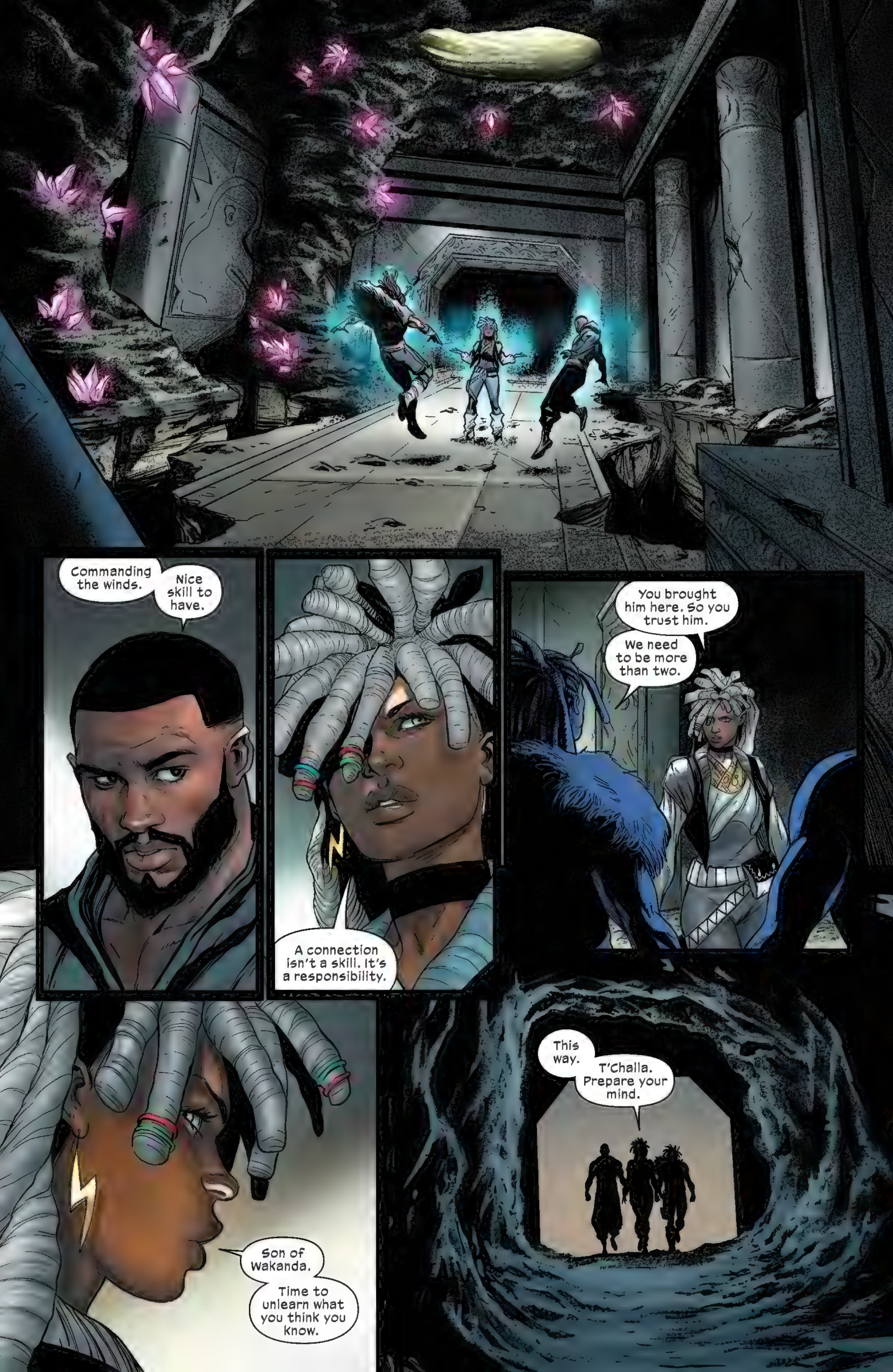

What is this place?
It will show you.
Why we have to stand against Ra and Khonshu.
Follow me.
Mother Bast, be with me.

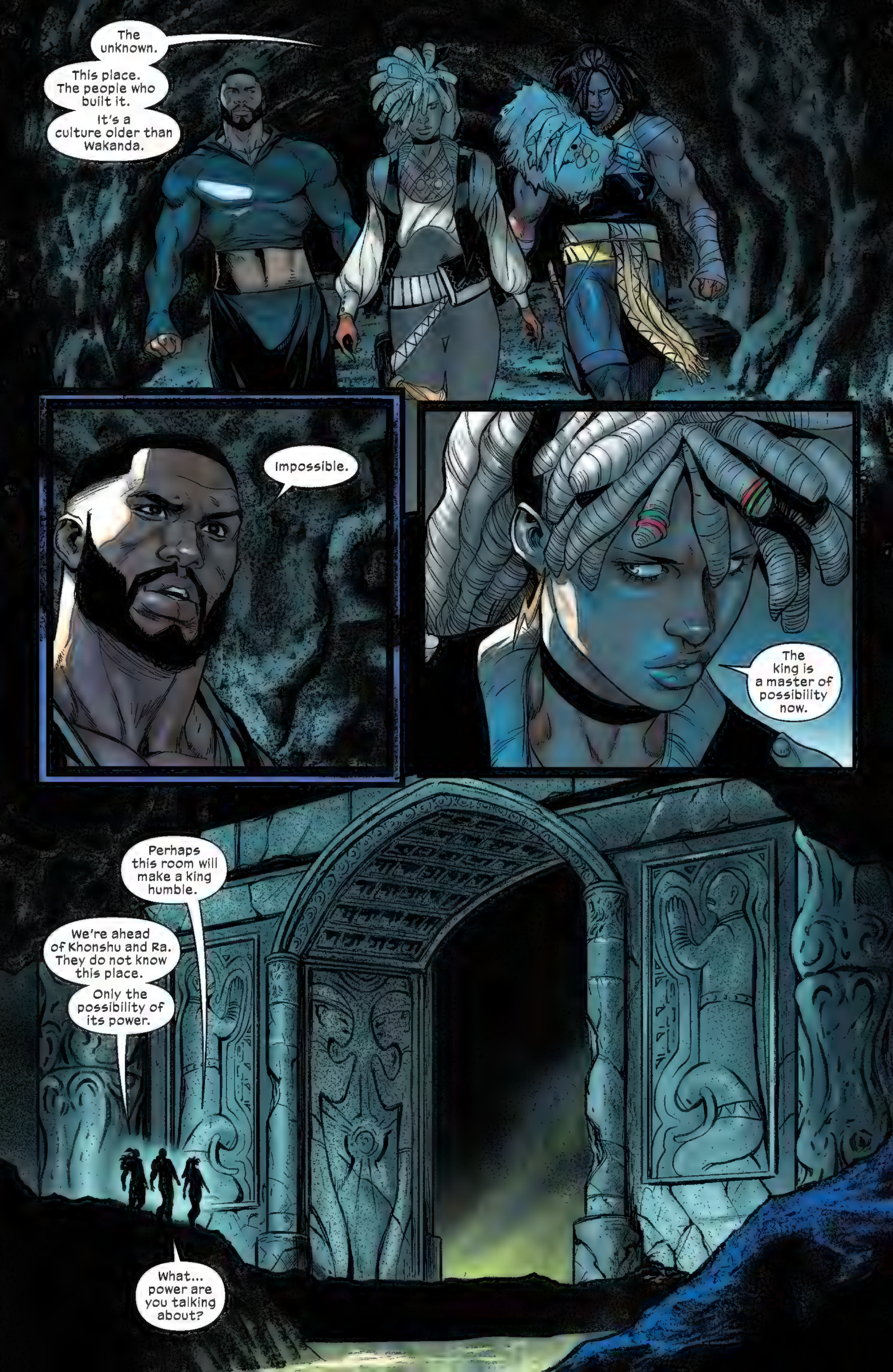

You wear your armor.
Expecting a fight?
We both have trust issues, Erik.
This language. I do not recognize it.
I didn't expect you to.
Words from long ago. As lost as the people who carved them.
Down.
Ororo waits for us.
The woman of storms.

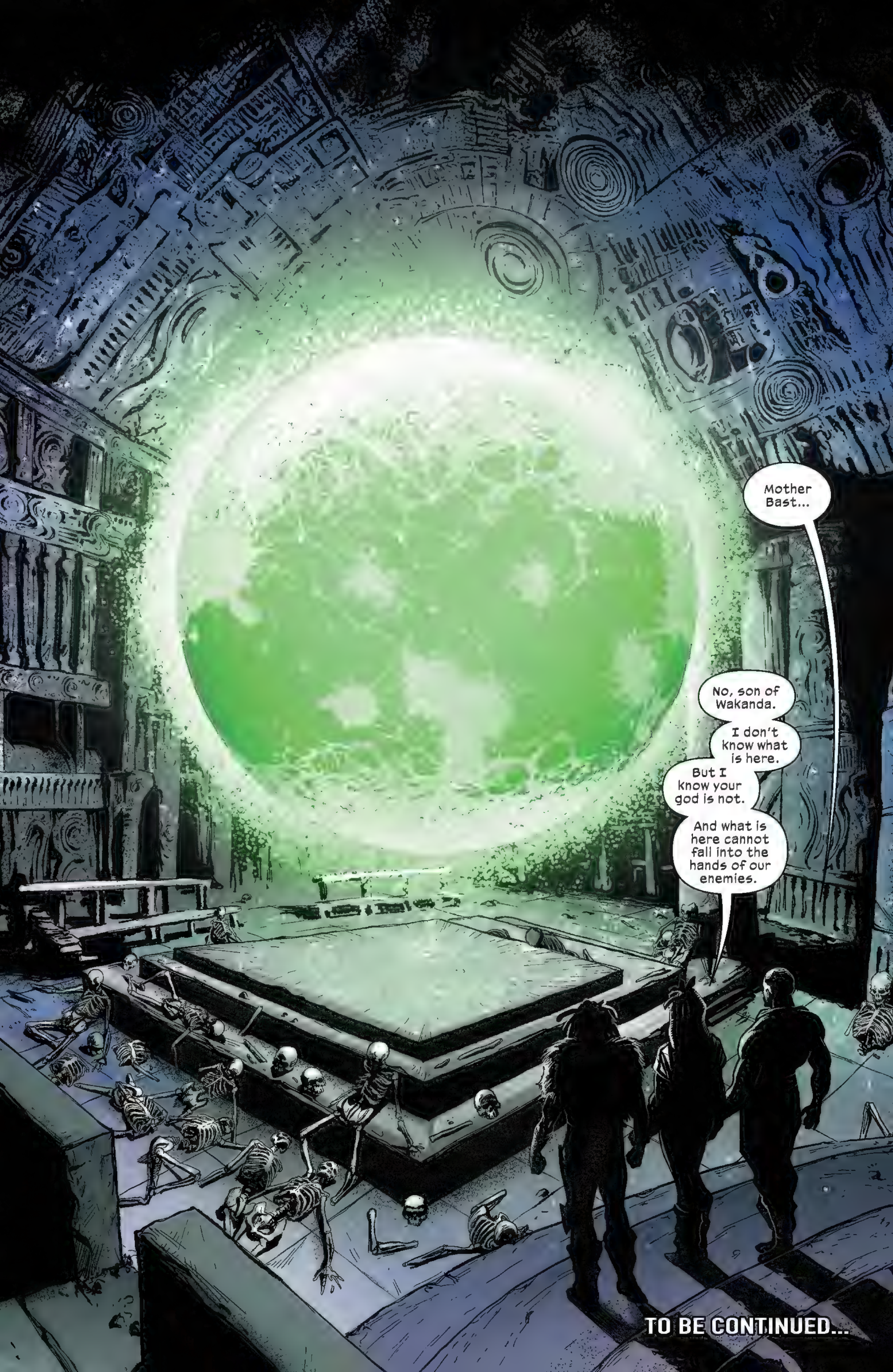

Vibranium.
So this is what Moon Knight seeks.
Not entirely.
Come.
Erik.
My suit. It won't follow my commands.
Because in here, you are not its master.
Let it rest. You will not need it.


This one, we cannot jump.
Climbing, then? You have gear?
We have Ororo.
She will see this.

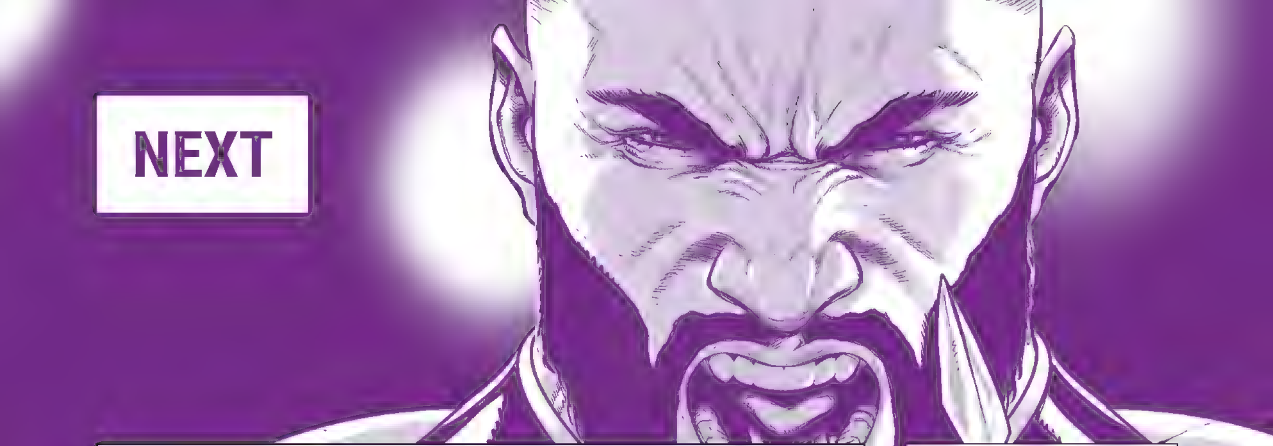

She will guide us down.

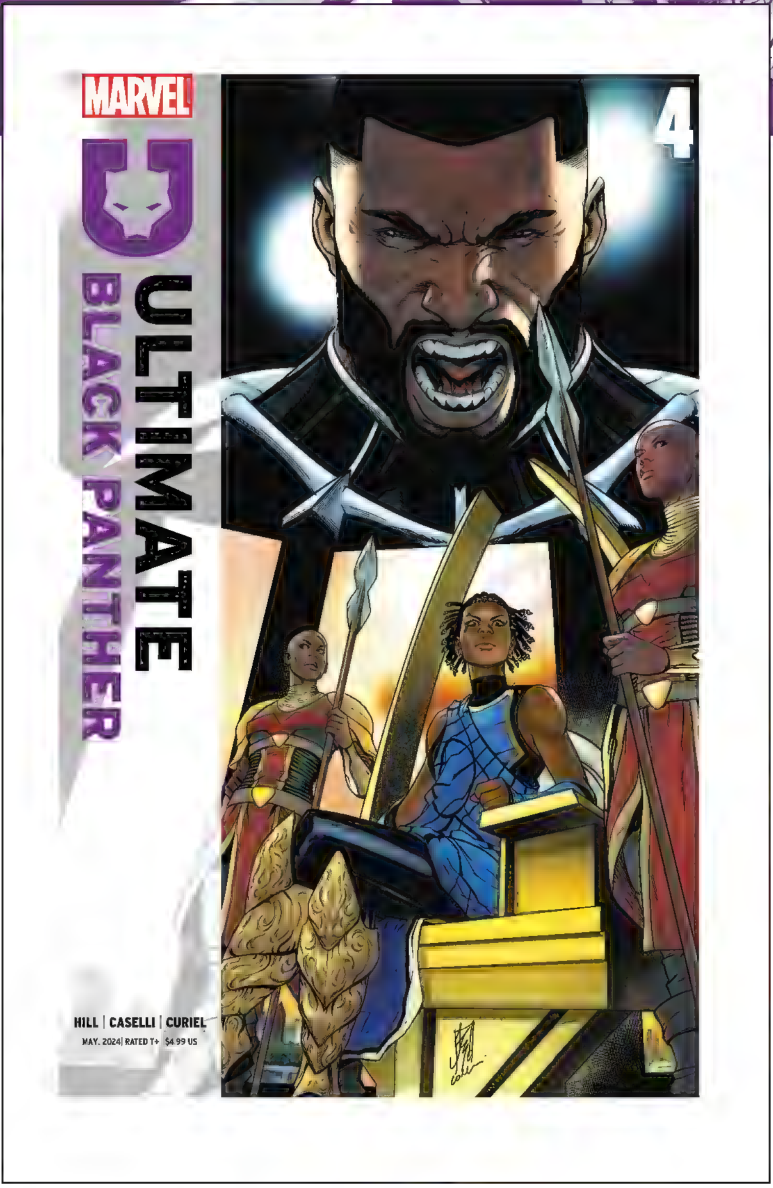

Commanding the winds.
Nice skill to have.
A connection isn't a skill. It's a responsibility.
You brought him here. So you trust him.
We need to be more than two.
Son of Wakanda.
Time to unlearn what you think you know.
This way.
T'Challa. Prepare your mind.


The unknown.
This place. The people who built it.
It's a culture older than Wakanda.
Impossible.
The king is a master of possibility now.
Perhaps this room will make a king humble.
We're ahead of Khonshu and Ra. They do not know this place.
Only the possibility of its power.
What... power are you talking about?


Mother Bast...
No, son of Wakanda.
I don't know what is here.
But I know your god is not.
And what is here cannot fall into the hands of our enemies.
TO BE CONTINUED...

NEXT

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by Ben Parker

ULTIMATE SPIDER-MAN #4

BY **JONATHAN HICKMAN**
& **DAVID MESSINA**

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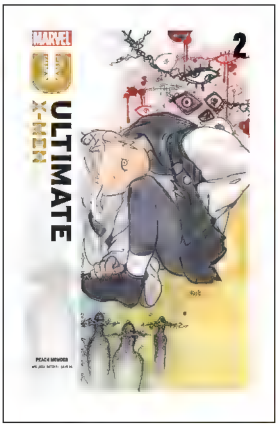
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X-MEN
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PEACH MOMOKO

ULTIMATE X-MEN #2

BY
PEACH MOMOKO

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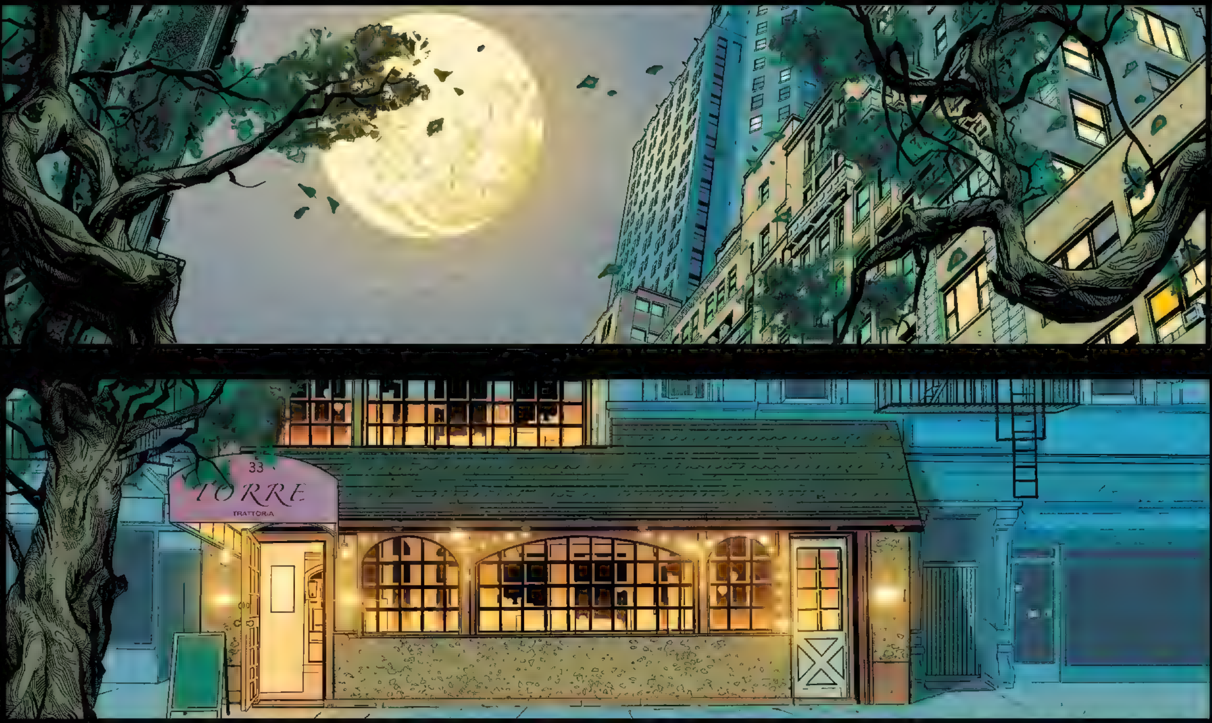
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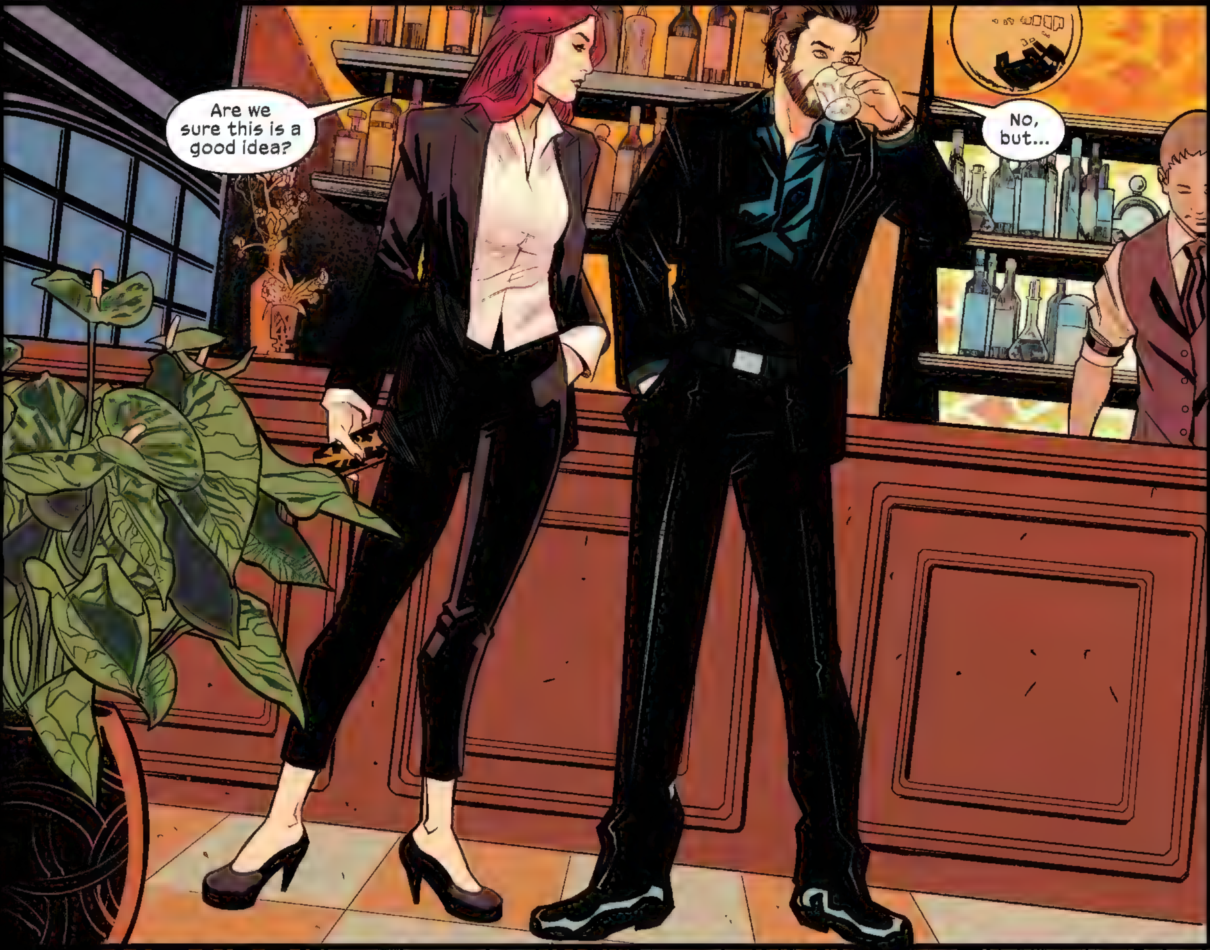
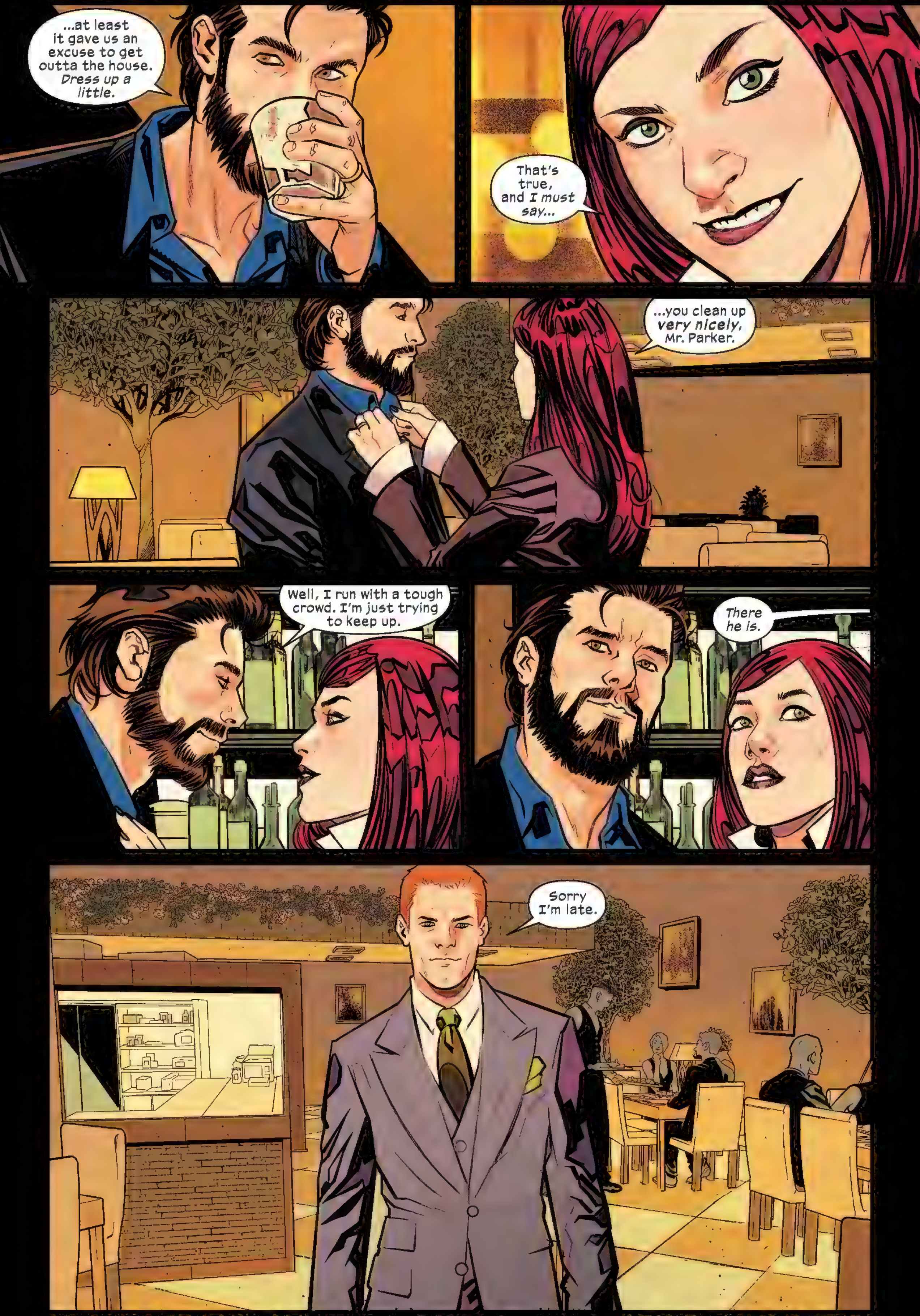
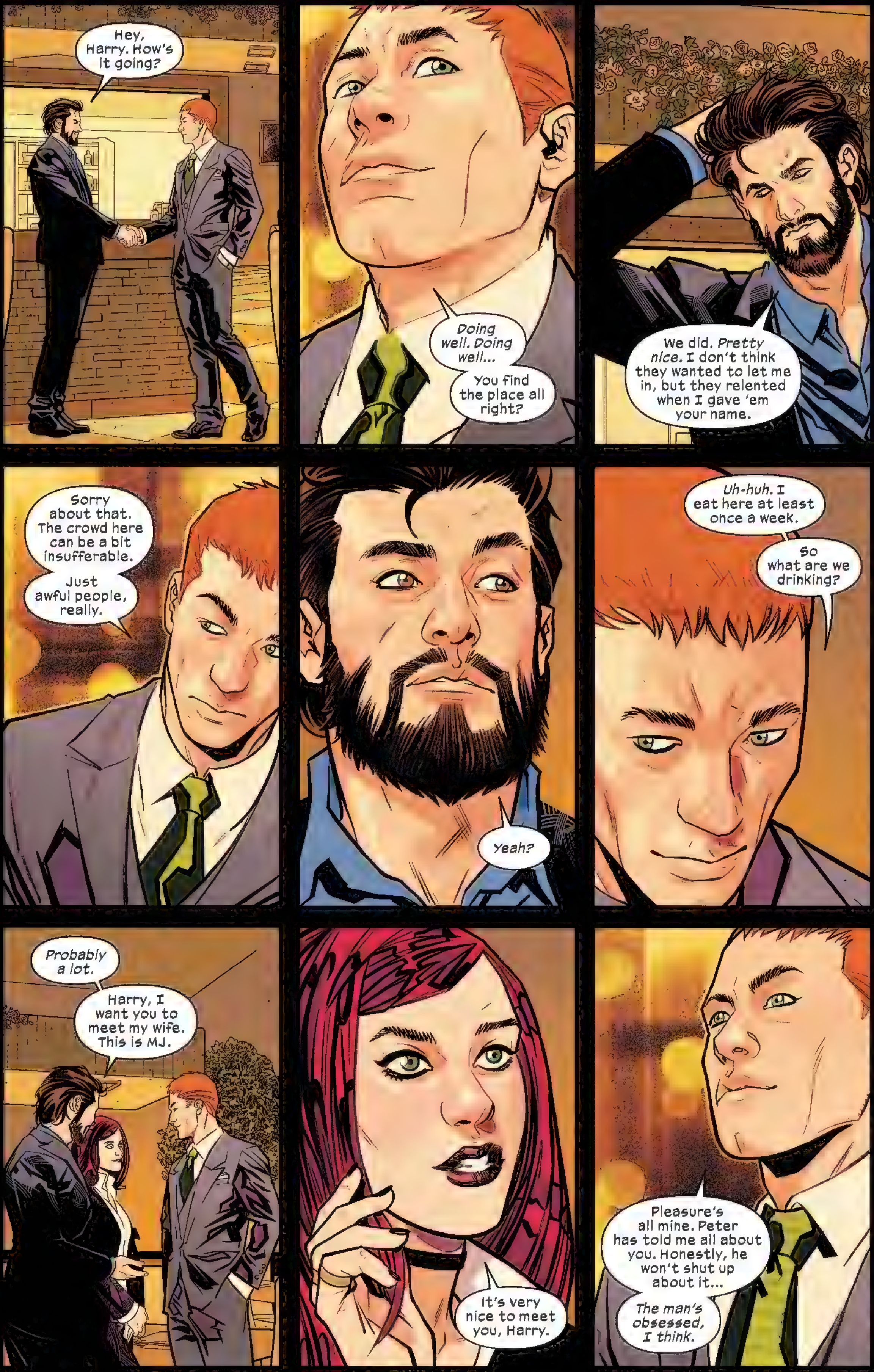
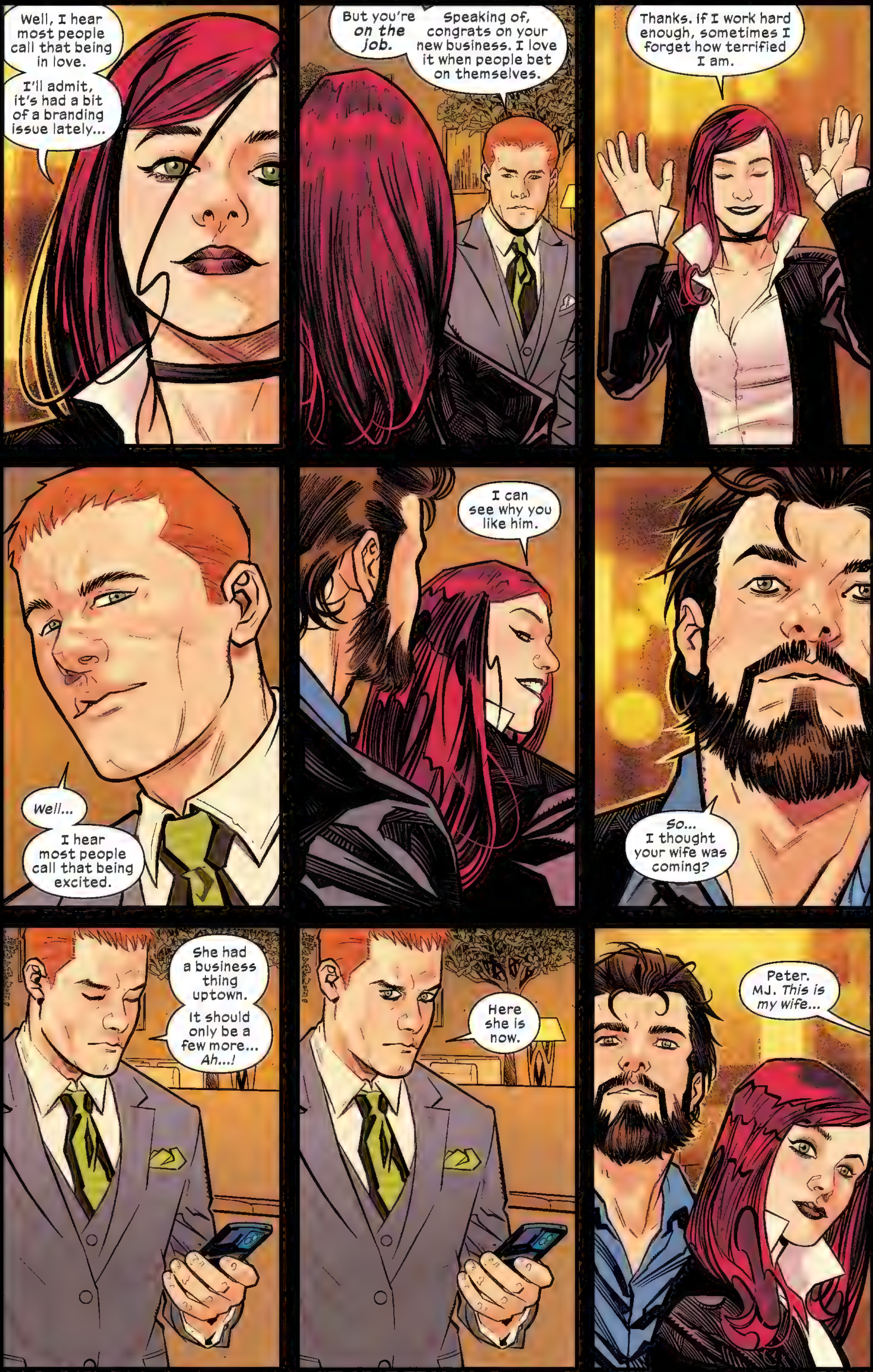
TORRE
TRATTORIA

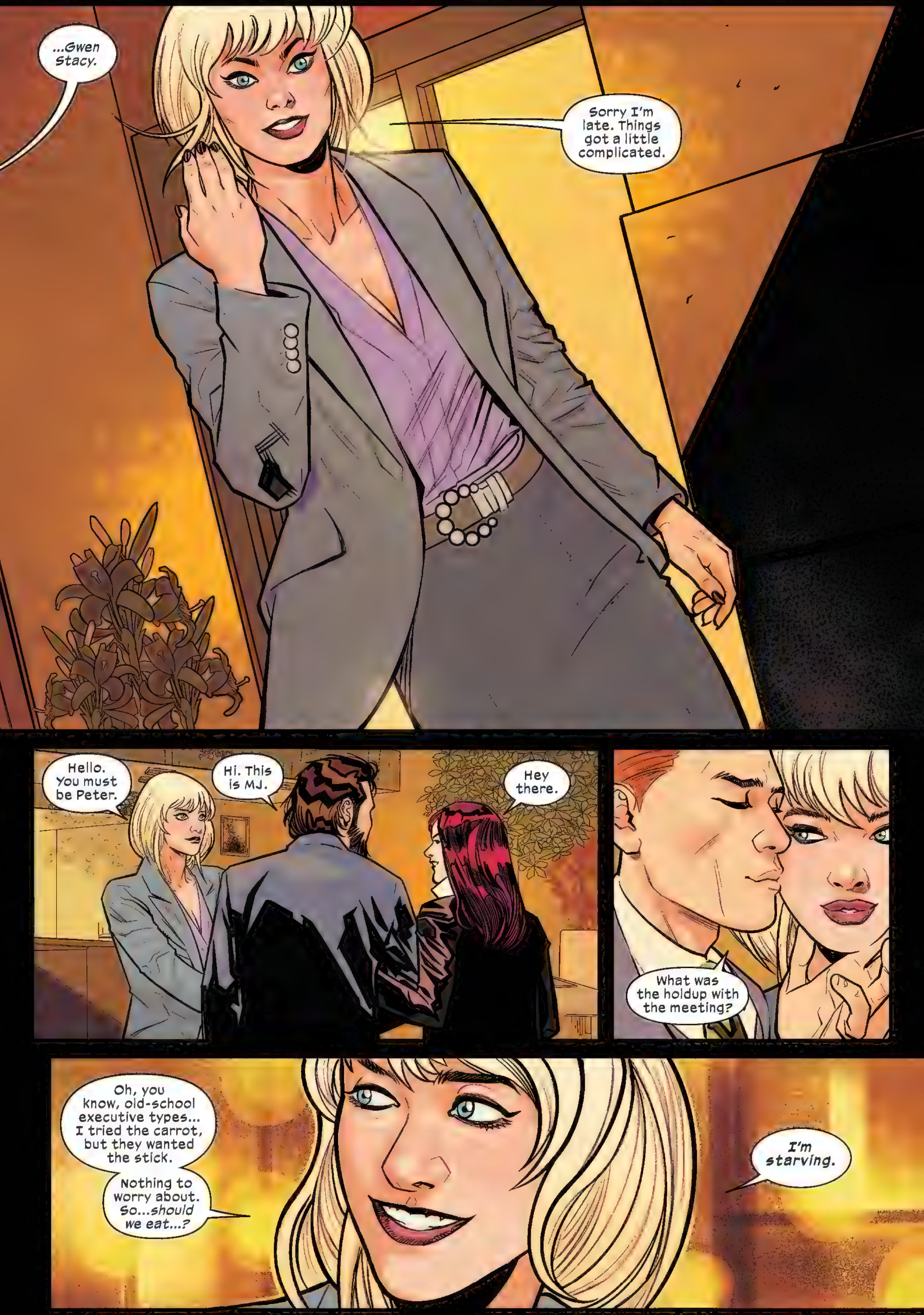
APRIL


Are we sure this is a good idea?
No, but...


...at least it gave us an excuse to get outta the house. *Dress up a little.*
That's true, and *I must* say...
...you clean up *very nicely,* Mr. Parker.
Well, I run with a tough crowd. I'm just trying to keep up.
There he is.
Sorry I'm late.


Hey, Harry. How's it going?
Doing well. Doing well...
You find the place all right?
We did. *Pretty nice.* I don't think they wanted to let me in, but they relented when I gave 'em your name.
Sorry about that. The crowd here can be a bit insufferable.
Just awful people, really.
Yeah?
Uh-huh. I eat here at least once a week.
So what are we drinking?
Probably a lot.
Harry, I want you to meet my wife. This is MJ.
It's very nice to meet you, Harry.
Pleasure's all mine. Peter has told me all about you. Honestly, he won't shut up about it...
The man's obsessed, I think.


Well, I hear most people call that being in love.
I'll admit, it's had a bit of a branding issue lately...
But you're *on the job.*
Speaking of, congrats on your new business. I love it when people bet on themselves.
Thanks. If I work hard enough, sometimes I forget how terrified I am.
Well...
I hear most people call that being excited.
I can see why you like him.
So...
I thought your wife was coming?
She had a business thing uptown.
It should only be a few more... *Ah...!*
Here she is now.
Peter. MJ. *This is my wife...*


...Gwen Stacy.
Sorry I'm late. Things got a little complicated.
Hello. You must be Peter.
Hi. This is MJ.
Hey there.
What was the holdup with the meeting?
Oh, you know, old-school executive types... I tried the carrot, but they wanted the stick.
Nothing to worry about. So...should we eat...?
I'm starving.

4

Twenty years ago, **THE MAKER** prevented a radioactive spider from biting a young **PETER PARKER**. He likewise prevented the creation of any other super heroes and formed a secret council to rule the world from the shadows.

Three months ago, **TONY STARK** sent Peter—now a married father of two—that same radioactive spider along with a picotech suit and warnings of **THE MAKER'S COUNCIL**. The spider's bite gifted Peter incredible powers that he used to aid a masked vigilante called **GREEN GOBLIN** against an assassin sent by **WILSON FISK**, an agent of the Maker's Council.

Somehow, Green Goblin was able to take control of Peter's picotech suit and expose his identity. But he also revealed himself as **HARRY OSBORN**, the billionaire heir of **OSCORP INDUSTRIES**…

WRITER: **JONATHAN HICKMAN**
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EDITOR IN CHIEF: **C.B. CEBULSKI**

SPIDER-MAN CREATED BY **STAN LEE** & **STEVE DITKO**

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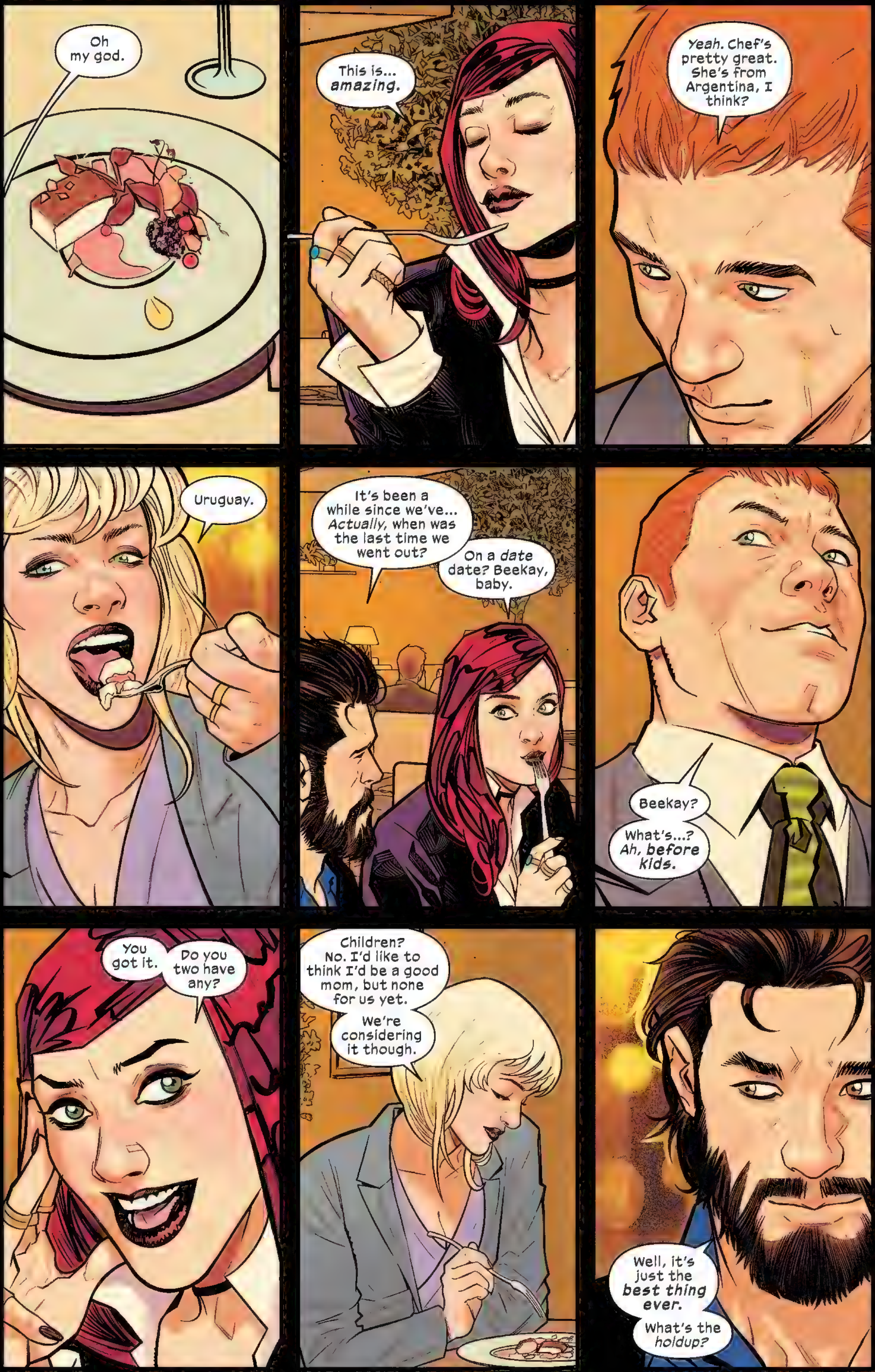
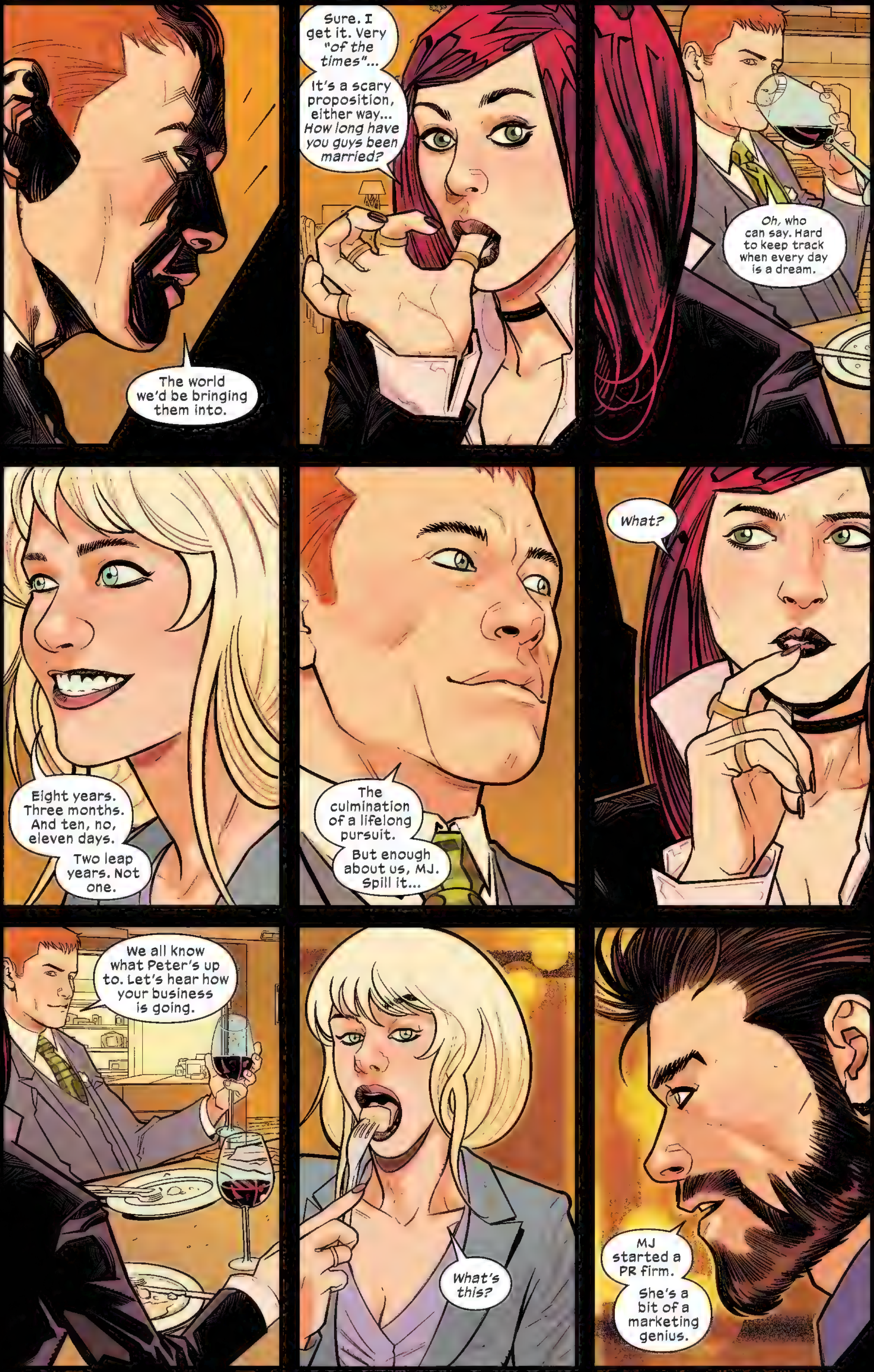
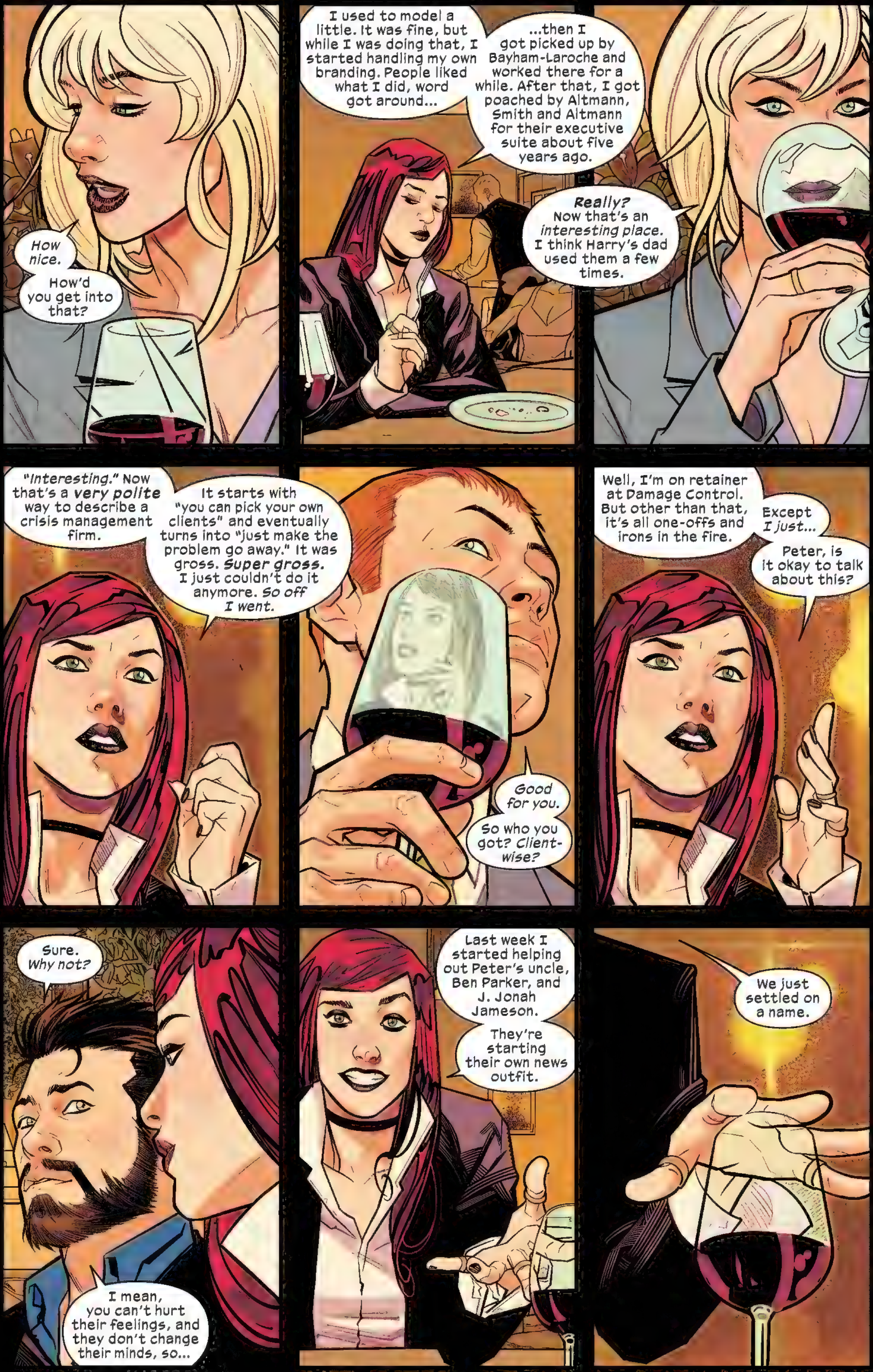
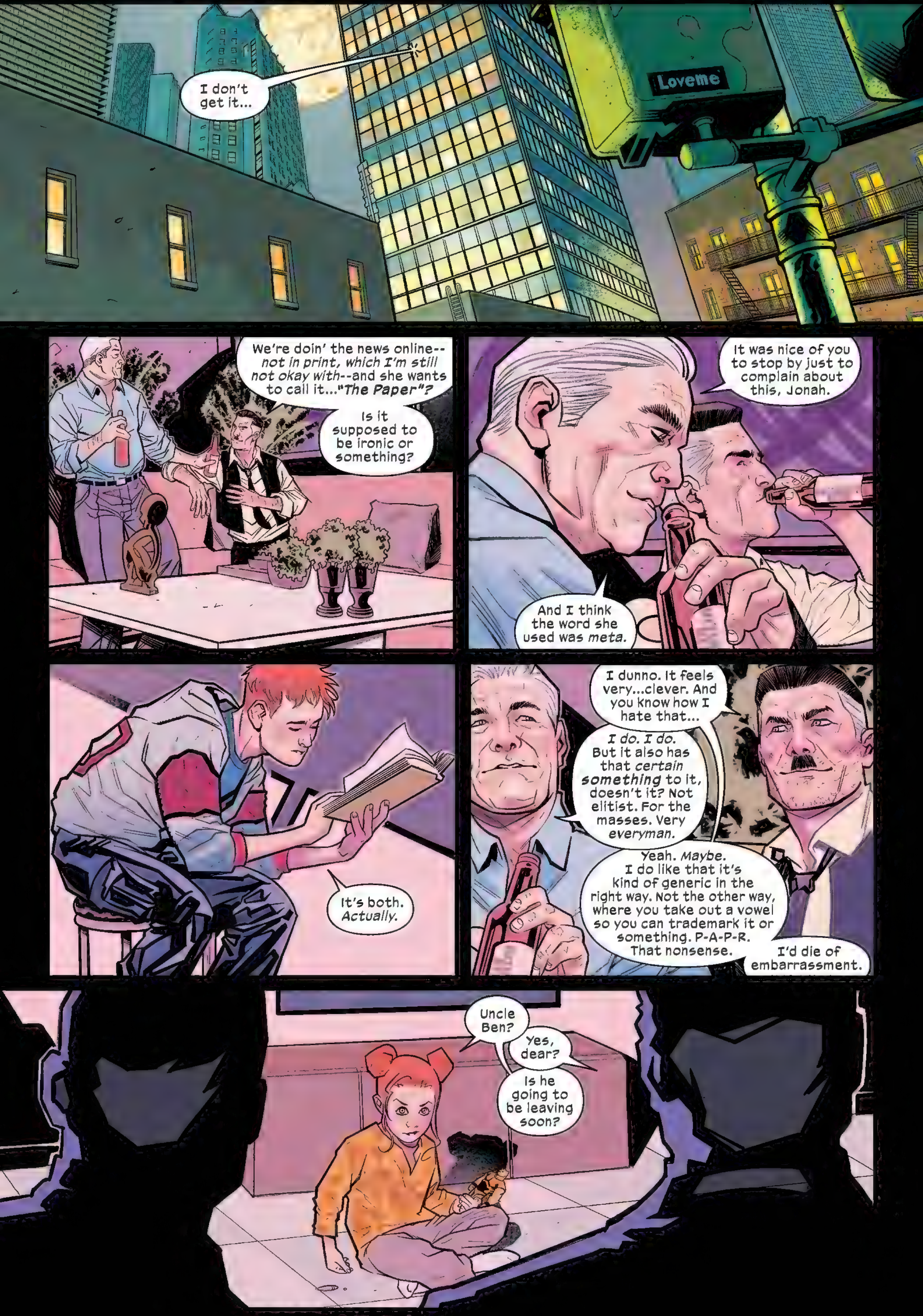
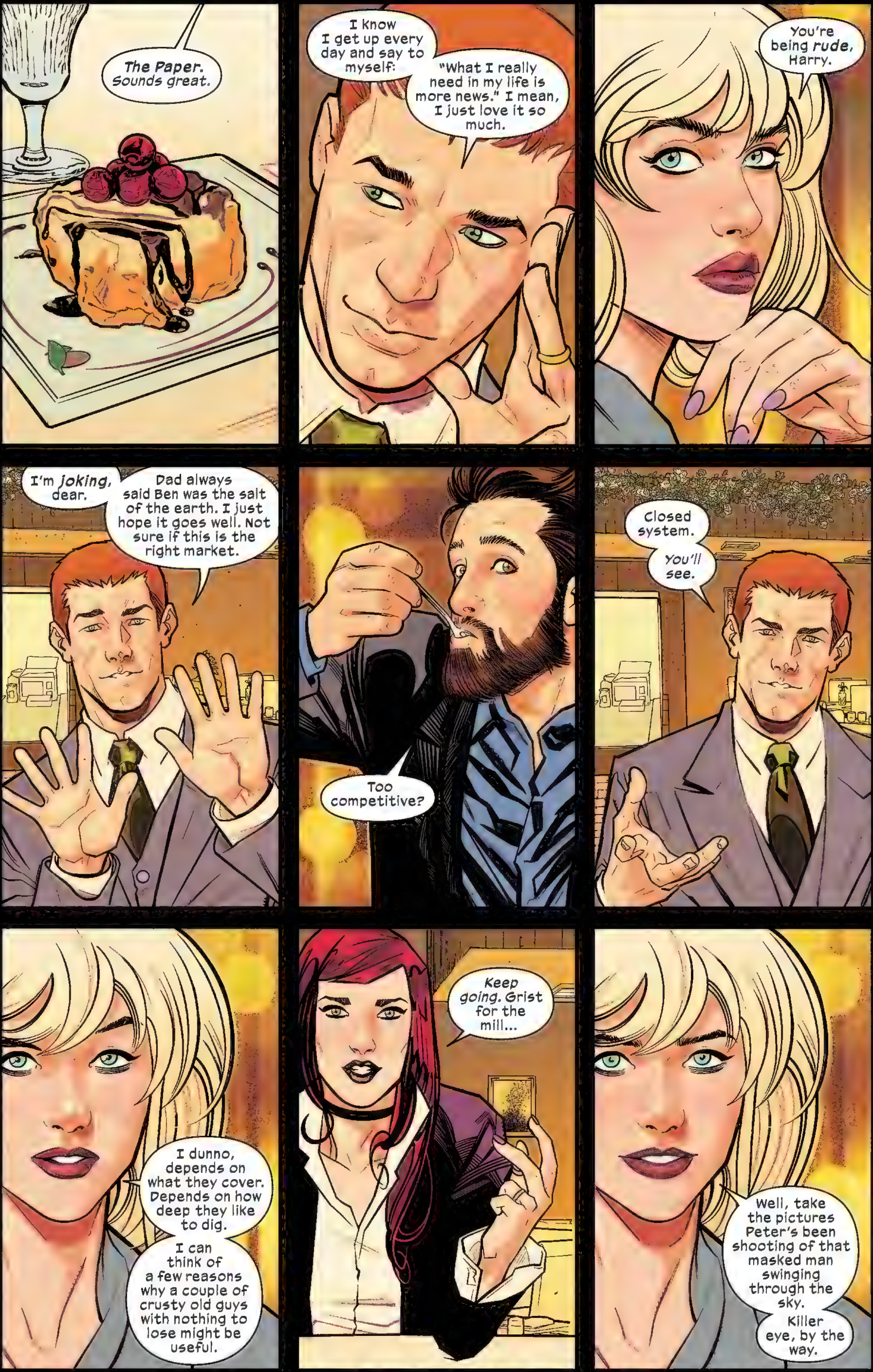
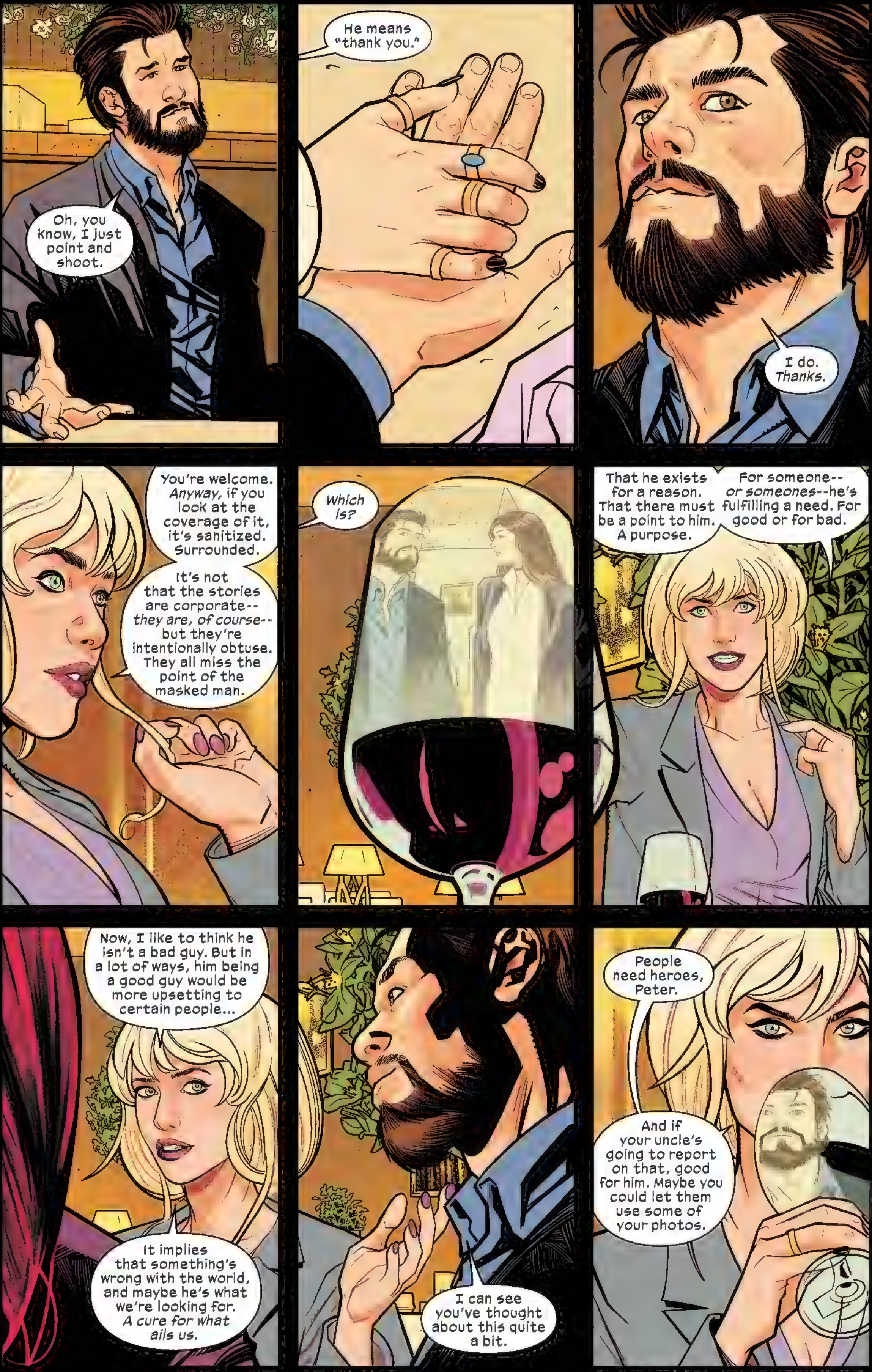

Oh my god.
This is... *amazing.*
Yeah. Chef's pretty great. She's from Argentina, I think?
Uruguay.
It's been a while since we've... *Actually*, when was the last time we went out?
On a *date* date? Beekay, baby.
Beekay?
What's...? *Ah, before kids.*
You got it.
Do you two have any?
Children? No. I'd like to think I'd be a good mom, but none for us yet.
We're considering it though.
Well, it's just the *best thing ever.*
What's the *holdup?*

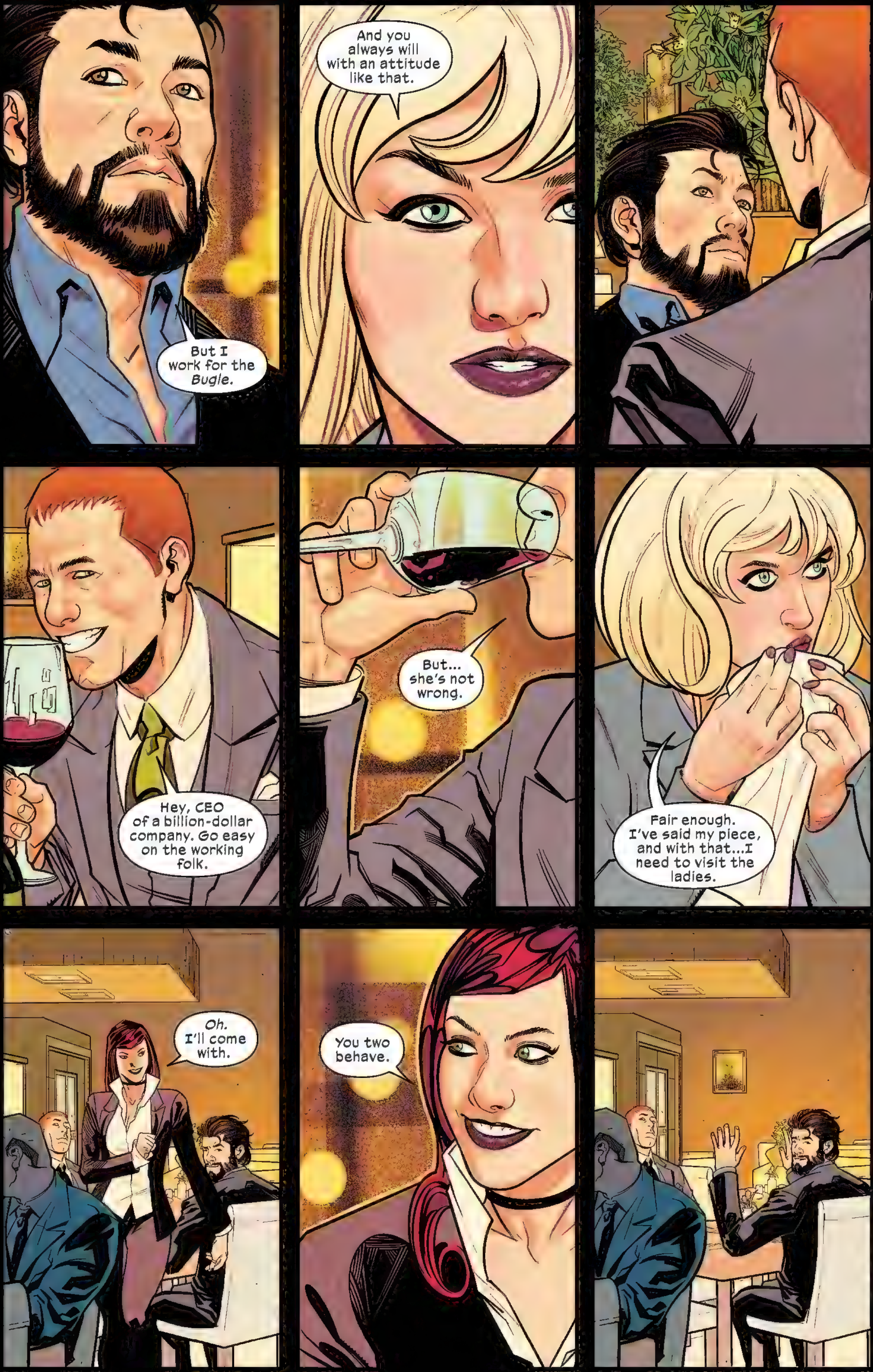

The world we'd be bringing them into.
Sure. I get it. Very *"of the times"*...
It's a scary proposition, either way... *How long have you guys been married?*
Oh, who can say. Hard to keep track when every day is a dream.
Eight years. Three months. And ten, no, eleven days.
Two leap years. Not one.
The culmination of a lifelong pursuit.
But enough about us, MJ. Spill it...
What?
We all know what Peter's up to. Let's hear how your business is going.
What's this?
MJ started a PR firm.
She's a bit of a marketing genius.

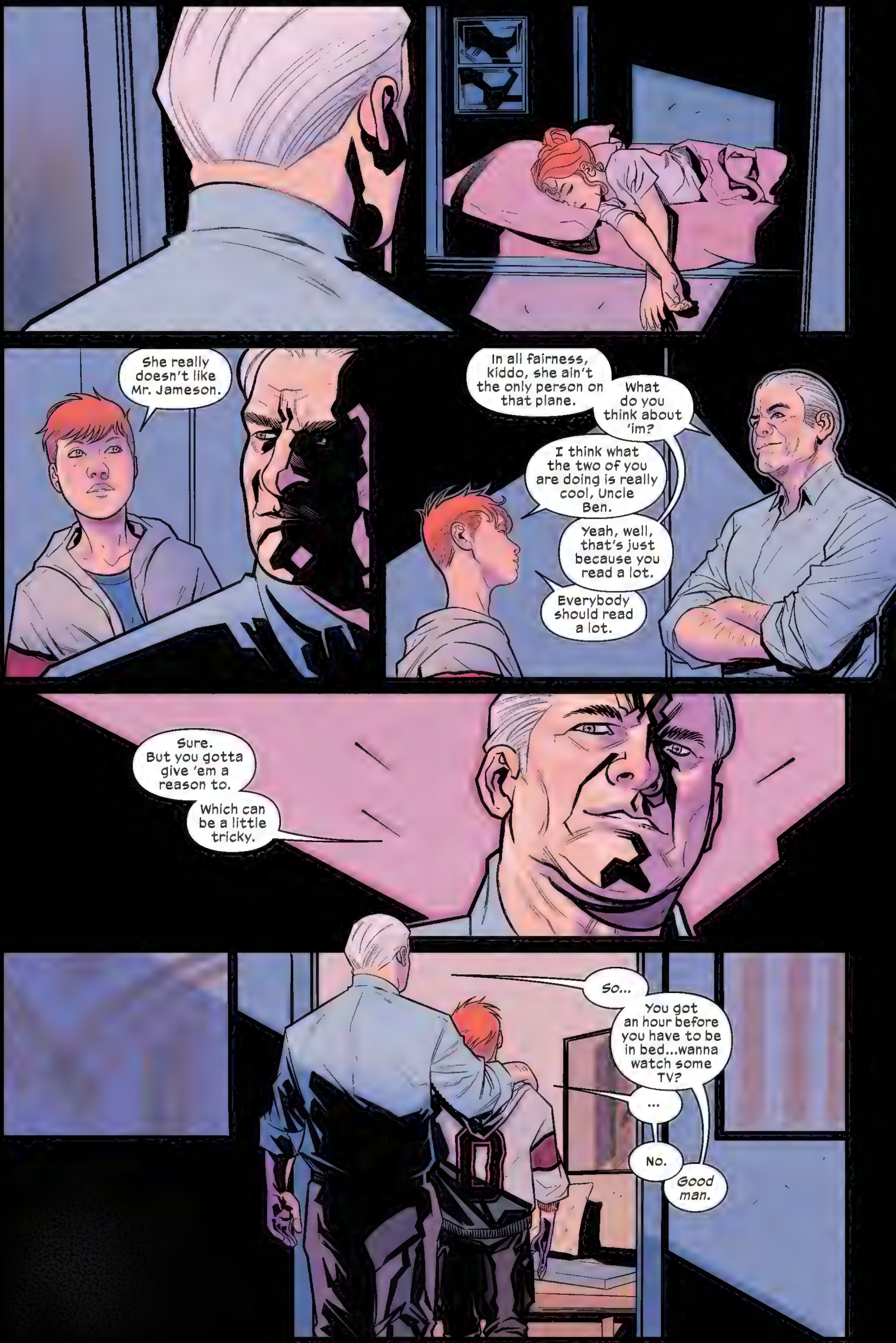

How nice.
How'd you get into that?
I used to model a little. It was fine, but while I was doing that, I started handling my own branding. People liked what I did, word got around...
...then I got picked up by Bayham-Laroche and worked there for a while. After that, I got poached by Altmann, Smith and Altmann for their executive suite about five years ago.
Really? Now that's an *interesting place.* I think Harry's dad used them a few times.
"Interesting." Now that's a ***very polite*** way to describe a crisis management firm.
It starts with "you can pick your own clients" and eventually turns into "just make the problem go away." It was gross. ***Super gross.*** I just couldn't do it anymore. *So off I went.*
Good for you.
So who you got? *Client-wise?*
Well, I'm on retainer at Damage Control. But other than that, it's all one-offs and irons in the fire.
Except *I just...*
Peter, is it okay to talk about this?
Sure. *Why not?*
I mean, you can't hurt their feelings, and they don't change their minds, so...
Last week I started helping out Peter's uncle, Ben Parker, and J. Jonah Jameson.
They're starting their own news outfit.
We just settled on a name.

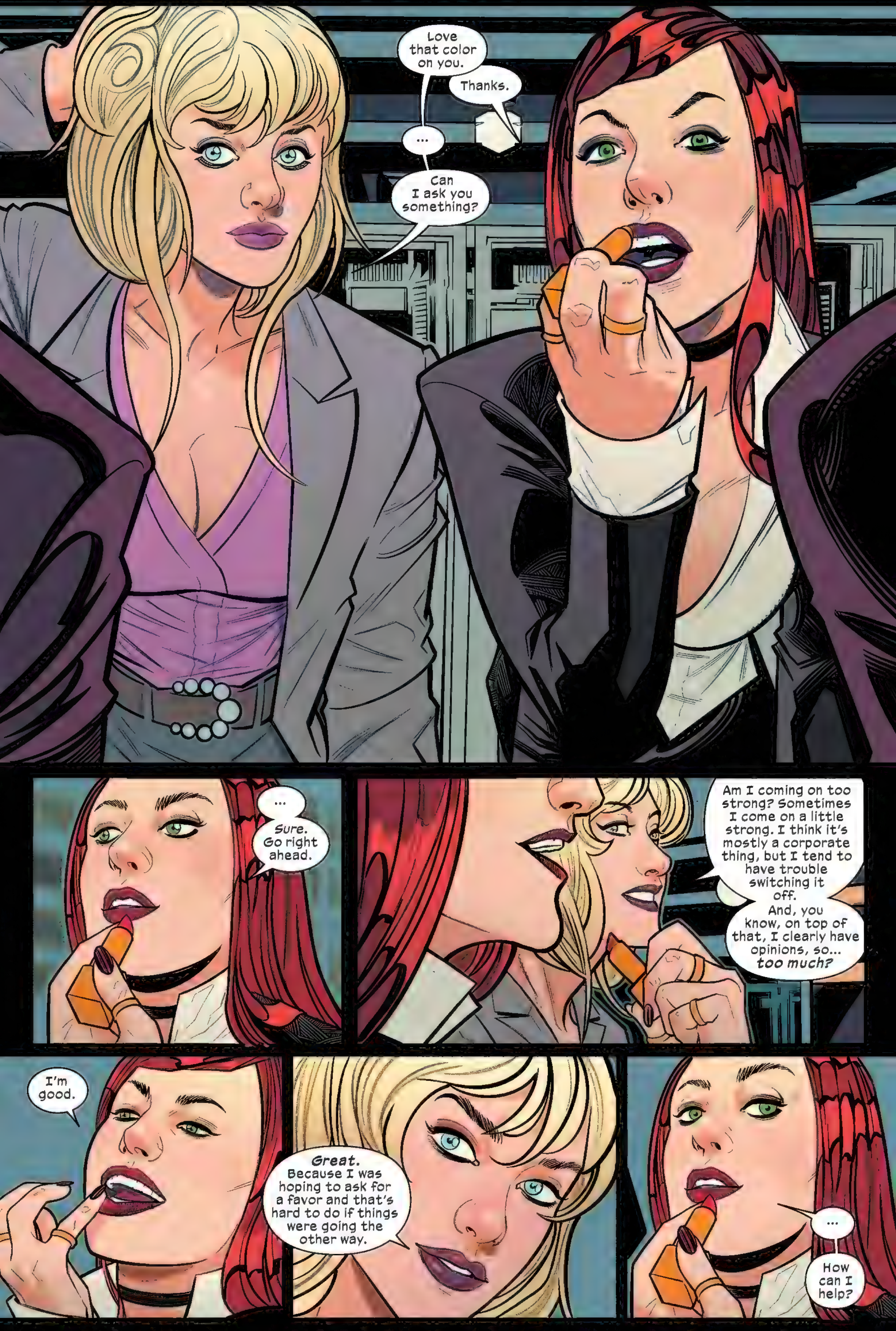

I don't get it...
Loveme
We're doin' the news online-- *not in print, which I'm still not okay with*--and she wants to call it..."*The Paper*"?
Is it supposed to be ironic or something?
It was nice of you to stop by just to complain about this, Jonah.
And I think the word she used was *meta.*
It's both. *Actually.*
I dunno. It feels very...clever. And you know how I hate that...
I do. I do. But it also has that *certain* ***something*** to it, doesn't it? Not elitist. For the masses. Very *everyman.*
Yeah. *Maybe.* I do like that it's kind of generic in the right way. Not the other way, where you take out a vowel so you can trademark it or something. P-A-P-R. That nonsense.
I'd die of embarrassment.
Uncle Ben?
Yes, dear?
Is he going to be leaving soon?

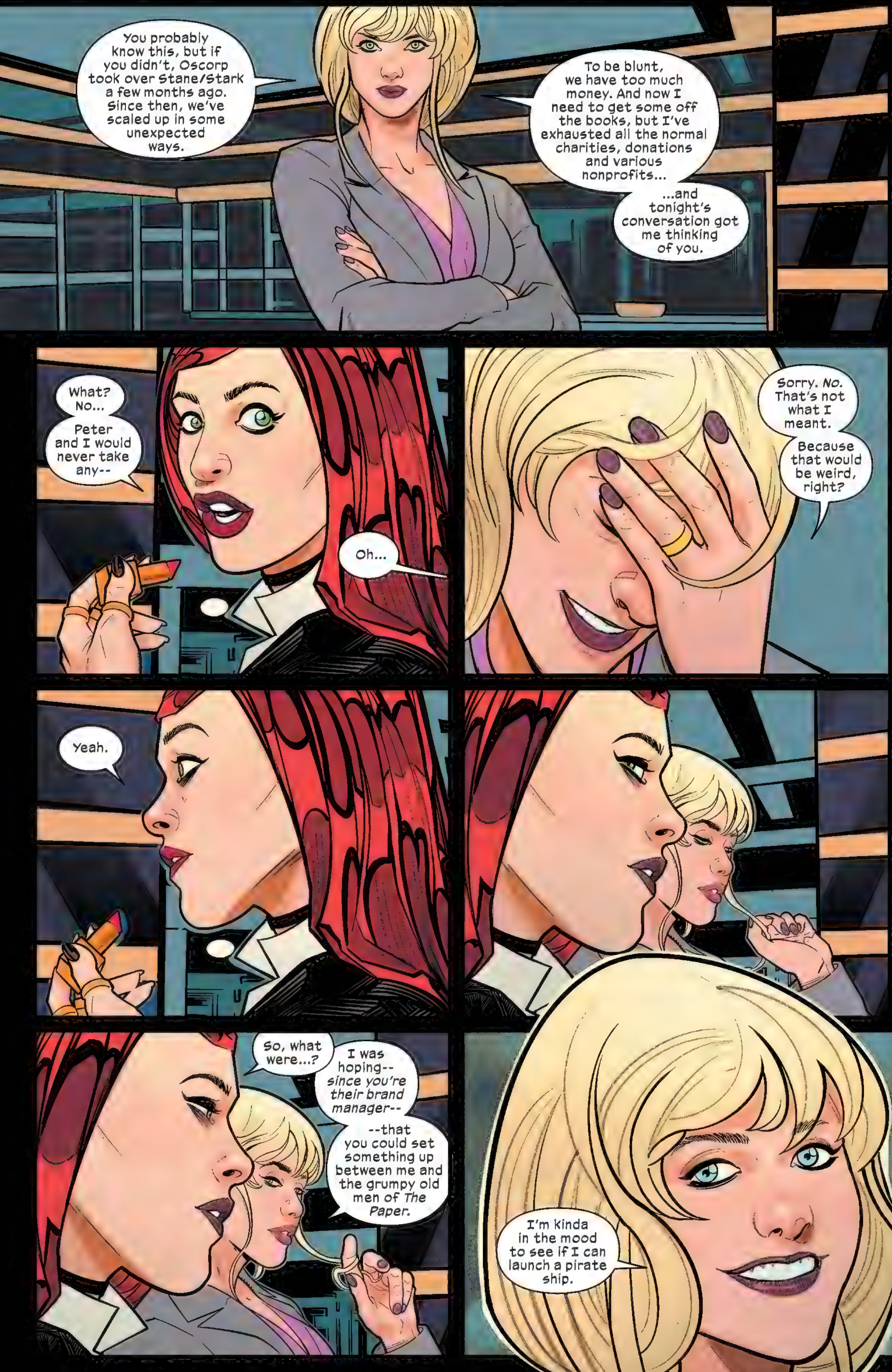

The Paper. Sounds great.
I know I get up every day and say to myself:
"What I really need in my life is more news." I mean, I just love it so much.
You're being *rude,* Harry.
I'm *joking,* dear.
Dad always said Ben was the salt of the earth. I just hope it goes well. Not sure if this is the right market.
Too competitive?
Closed system.
You'll see.
I dunno, depends on what they cover. Depends on how deep they like to dig.
I can think of a few reasons why a couple of crusty old guys with nothing to lose might be useful.
Keep going. Grist for the mill...
Well, take the pictures Peter's been shooting of that masked man swinging through the sky.
Killer eye, by the way.

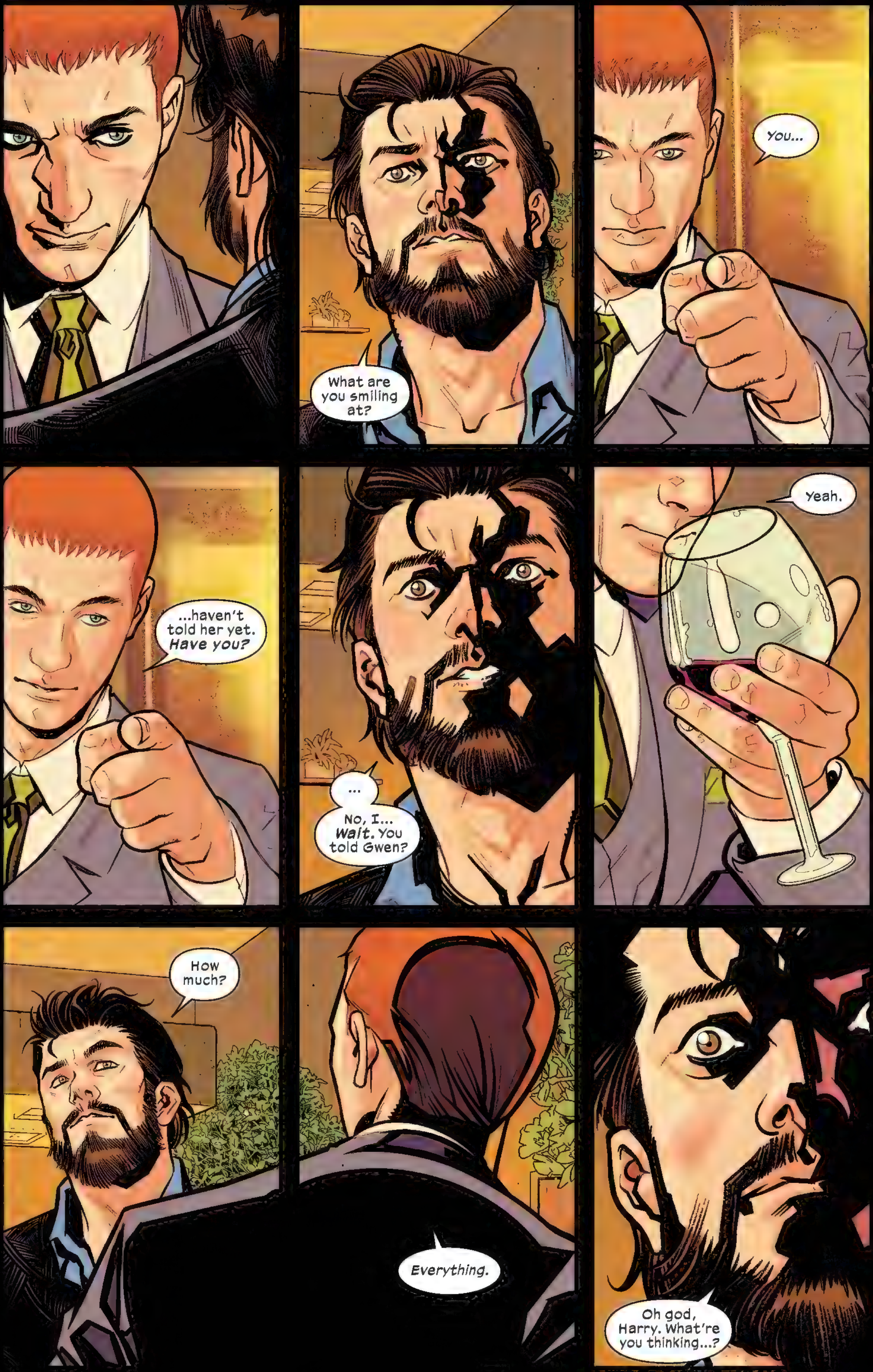

Oh, you know, I just point and shoot.
He means "thank you."
I do. *Thanks.*
You're welcome. *Anyway,* if you look at the coverage of it, it's sanitized. Surrounded.
It's not that the stories are corporate-- *they are, of course*-- but they're intentionally obtuse. They all miss the point of the masked man.
Which is?
That he exists for a reason. That there must be a point to him. A purpose.
For someone-- *or someones*--he's fulfilling a need. For good or for bad.
Now, I like to think he isn't a bad guy. But in a lot of ways, him being a good guy would be more upsetting to certain people...
It implies that something's wrong with the world, and maybe he's what we're looking for. *A cure for what ails us.*
I can see you've thought about this quite a bit.
People need heroes, Peter.
And if your uncle's going to report on that, good for him. Maybe you could let them use some of your photos.

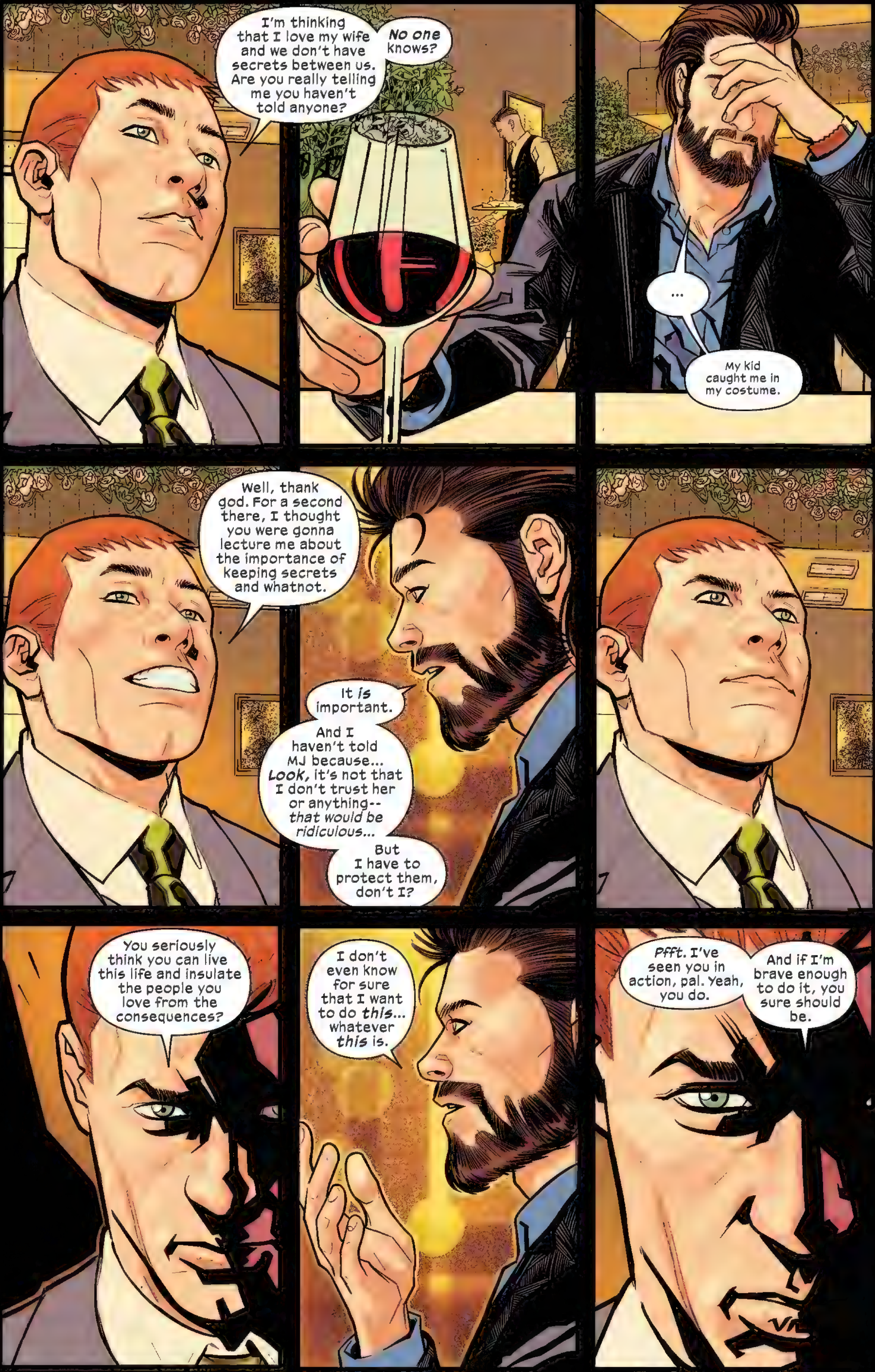

But I work for the *Bugle*.
And you always will with an attitude like that.
Hey, CEO of a billion-dollar company. Go easy on the working folk.
But... she's not wrong.
Fair enough. I've said my piece, and with that...I need to visit the ladies.
Oh. I'll come with.
You two behave.

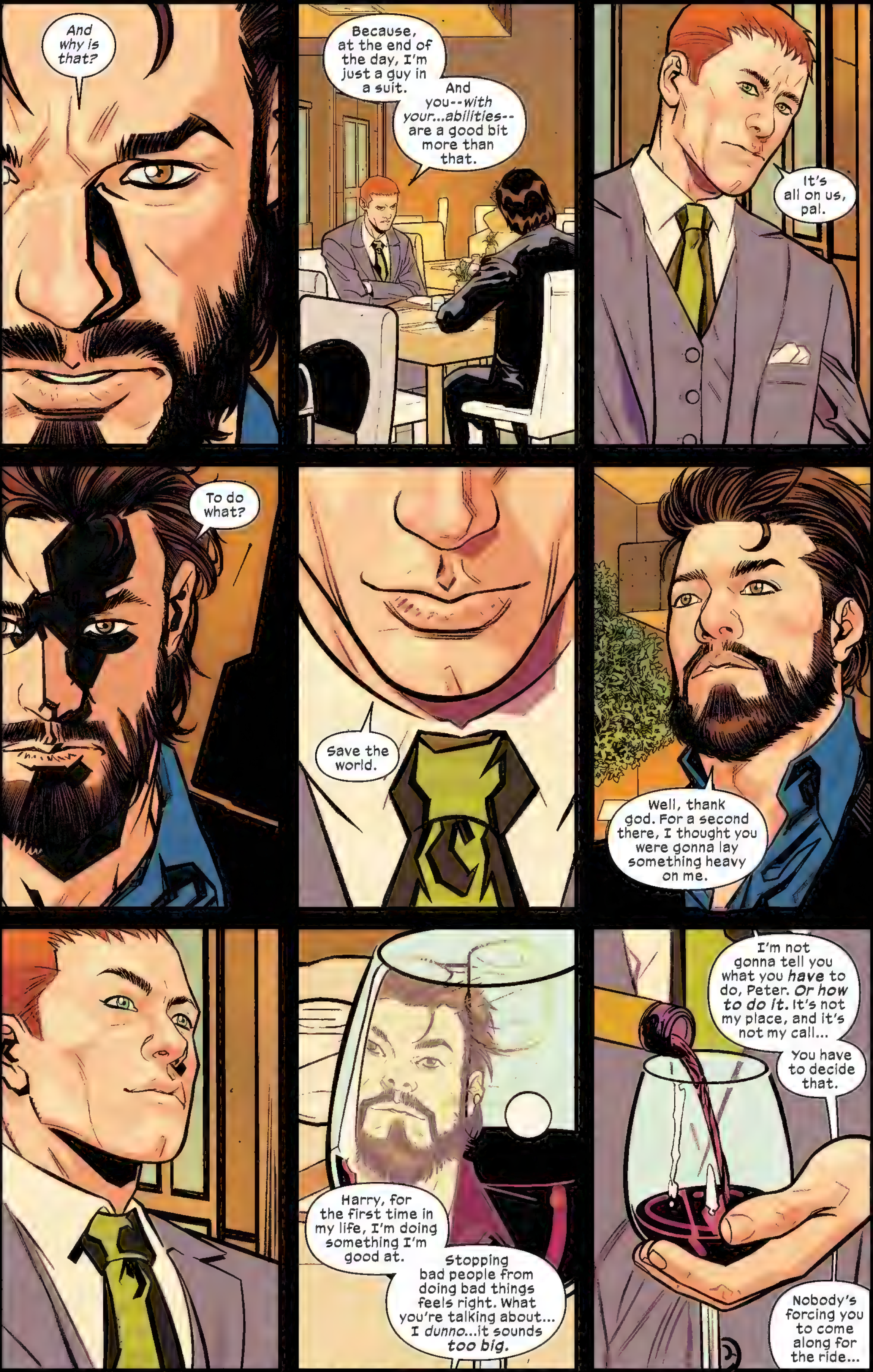

She really doesn't like Mr. Jameson.
In all fairness, kiddo, she ain't the only person on that plane.
What do you think about 'im?
I think what the two of you are doing is really cool, Uncle Ben.
Yeah, well, that's just because you read a lot.
Everybody should read a lot.
Sure. But you gotta give 'em a reason to.
Which can be a little tricky.
So...
You got an hour before you have to be in bed...wanna watch some TV?
...
No.
Good man.

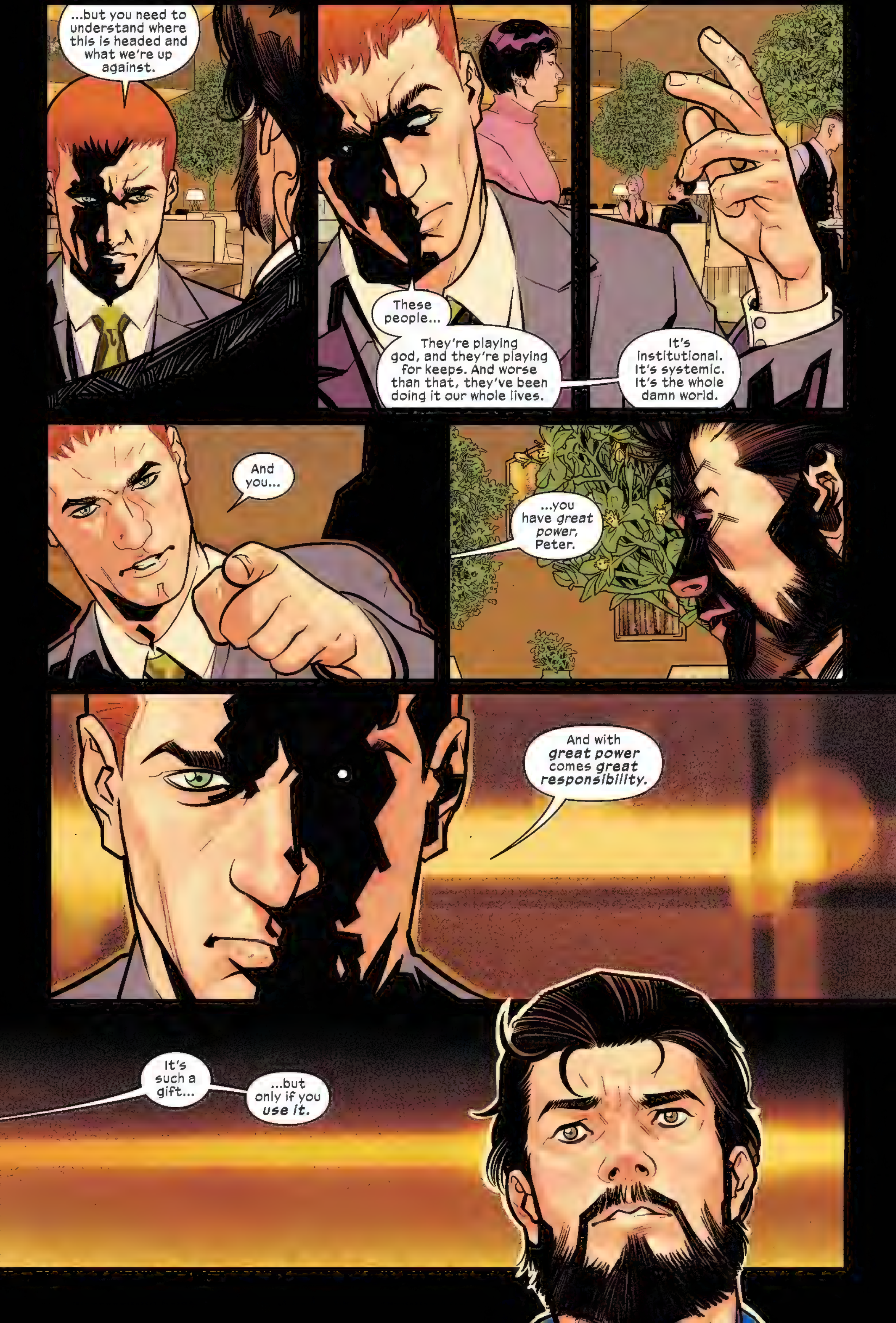

Love that color on you.
Thanks.
...
Can I ask you something?
...
Sure. Go right ahead.
Am I coming on too strong? Sometimes I come on a little strong. I think it's mostly a corporate thing, but I tend to have trouble switching it off.
And, you know, on top of that, I clearly have opinions, so... *too much?*
I'm good.
Great. Because I was hoping to ask for a favor and that's hard to do if things were going the other way.
...
How can I help?

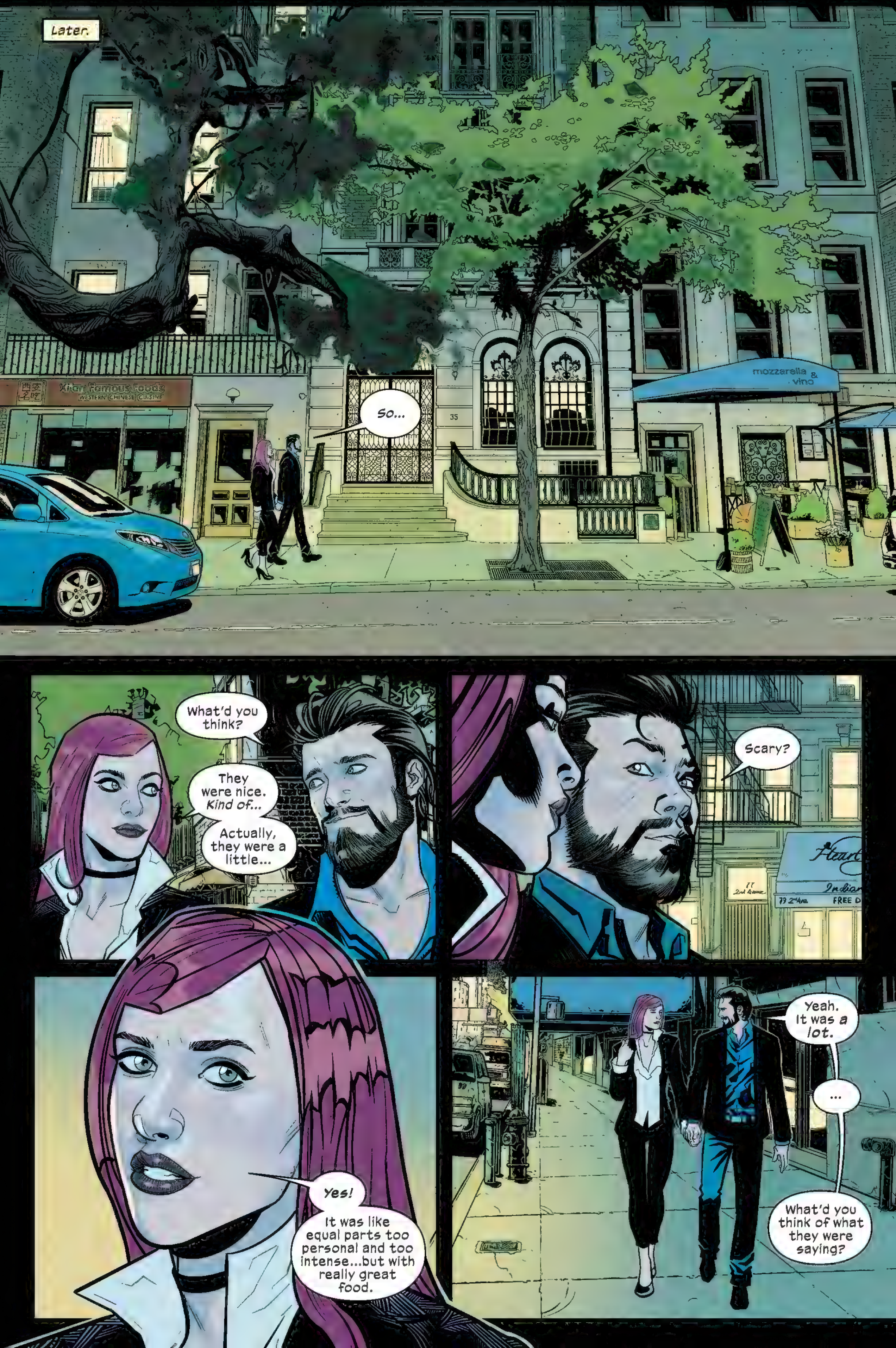

You probably know this, but if you didn't, Oscorp took over Stane/Stark a few months ago. Since then, we've scaled up in some unexpected ways.
To be blunt, we have too much money. And now I need to get some off the books, but I've exhausted all the normal charities, donations and various nonprofits...
...and tonight's conversation got me thinking of you.
What? No...
Peter and I would never take any--
Oh...
Sorry. *No.* That's not what I meant.
Because that would be weird, right?
Yeah.
So, what were...?
I was hoping-- *since you're their brand manager--*
--that you could set something up between me and the grumpy old men of *The Paper.*
I'm kinda in the mood to see if I can launch a pirate ship.

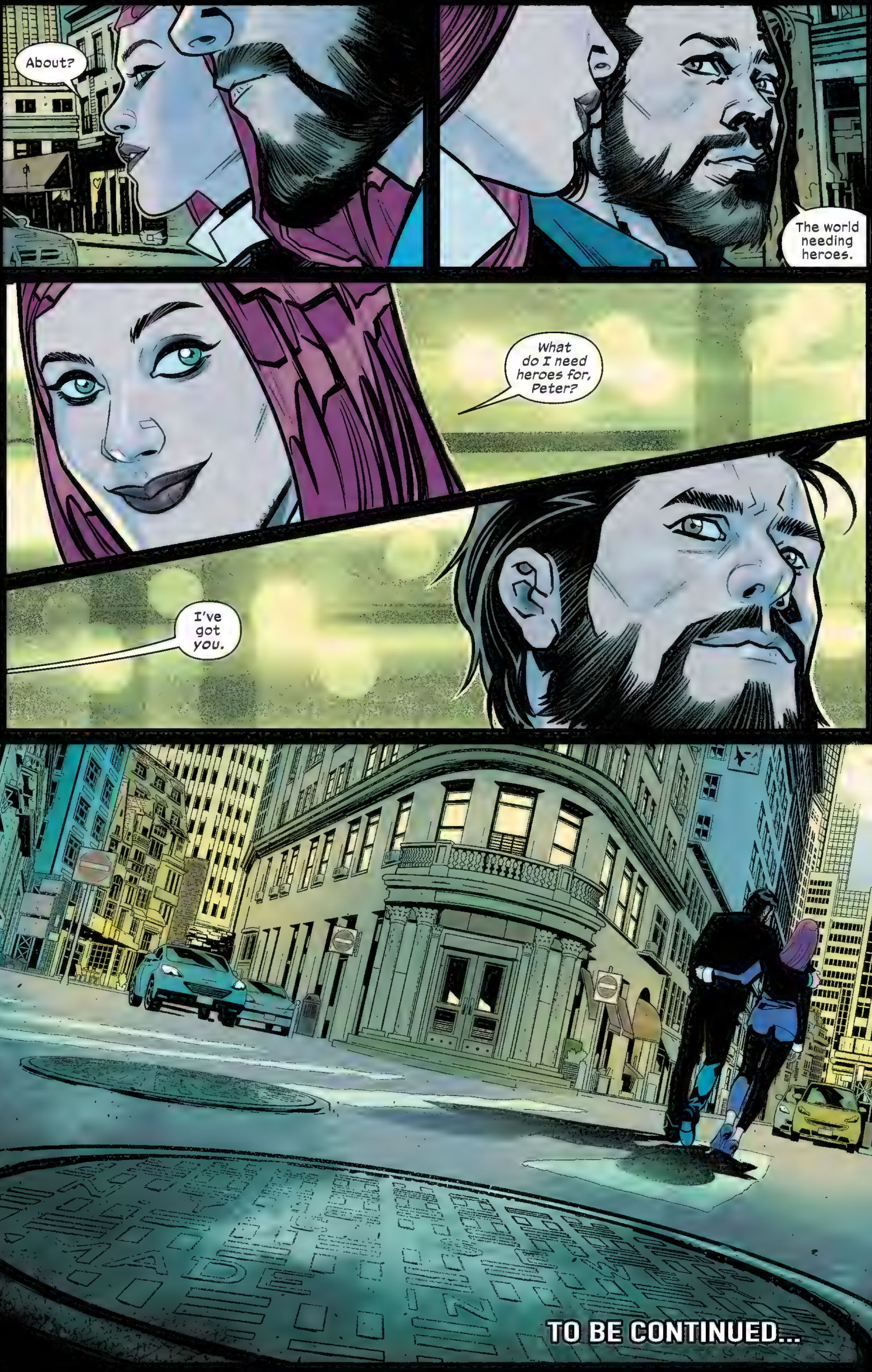

What are you smiling at?
You...
...haven't told her yet. *Have you?*
...
No, I... *Wait.* You told Gwen?
Yeah.
How much?
Everything.
Oh god, Harry. What're you thinking...?


I'm thinking that I love my wife and we don't have secrets between us. Are you really telling me you haven't told anyone?
No one knows?
...
My kid caught me in my costume.
Well, thank god. For a second there, I thought you were gonna lecture me about the importance of keeping secrets and whatnot.
It *is* important.
And I haven't told MJ because... *Look,* it's not that I don't trust her or anything-- *that would be ridiculous...*
But I have to protect them, don't I?
You seriously think you can live this life and insulate the people you love from the consequences?
I don't even know for sure that I want to do *this*... whatever *this* is.
Pfft. I've seen you in action, pal. Yeah, you do.
And if I'm brave enough to do it, you sure should be.


And why is that?
Because, at the end of the day, I'm just a guy in a suit.
And you--*with your...abilities*--are a good bit more than that.
It's all on us, pal.
To do what?
Save the world.
Well, thank god. For a second there, I thought you were gonna lay something heavy on me.
Harry, for the first time in my life, I'm doing something I'm good at.
Stopping bad people from doing bad things feels right. What you're talking about... I *dunno*...it sounds *too big*.
I'm not gonna tell you what you ***have*** to do, Peter. ***Or how to do it.*** It's not my place, and it's not my call...
You have to decide that.
Nobody's forcing you to come along for the ride...


...but you need to understand where this is headed and what we're up against.
These people...
They're playing god, and they're playing for keeps. And worse than that, they've been doing it our whole lives.
It's institutional. It's systemic. It's the whole damn world.
And you...
...you have *great* power, Peter.
And with ***great power*** comes ***great responsibility.***
It's such a gift...
...but only if you ***use it.***


Later.
Xi'an Famous Foods
WESTERN CHINESE CUISINE
35
mozzarella & vino
So...
What'd you think?
They were nice. *Kind of...*
Actually, they were a little...
Scary?
77 2nd Avenue
Heart
Indian
79 2nd Ave.
Yes!
It was like equal parts too personal and too intense...but with really great food.
Yeah. It was a *lot.*
...
What'd you think of what they were saying?


About?
The world needing heroes.
What do I need heroes for, Peter?
I've got you.
TO BE CONTINUED...

NEXT

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5
HICKMAN
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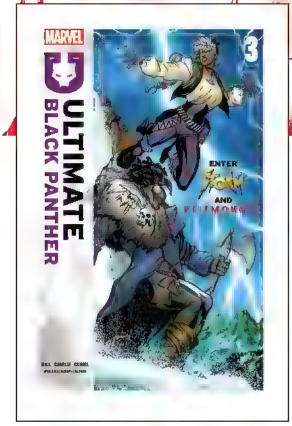
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BY **BRYAN HILL** &
STEFANO CASELLI

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X-MEN
2
PEACH MOMOKO

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X-MEN #2

BY
PEACH MOMOKO

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AND MARK YOUR LETTERS **"OKAY TO PRINT"**!

3

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero—except for those on his secret **MAKER'S COUNCIL**, whom he stationed to rule over different regions of the world, including the Eastern territory of **HI NO KUNI**.

There, a young girl named **HISAKO ICHIKI** has been plagued by a sinister **SHADOW** seeking vengeance against those who tormented Hisako's childhood friend, **TSUBASA**. Fortunately, she's suddenly found herself with unusual powers to protect her. And she's not the only one—when the Shadow attacked again, a friendly but odd girl named **MEI IGARASHI** defended the duo by summoning gusts of wind. After the incident, the pair found each other again at their high-school entrance ceremony.

WRITER & ARTIST: **PEACH MOMOKO**

SCRIPT ADAPTATION: **ZACK DAVISSON**
LETTERER: **VC's TRAVIS LANHAM**

COVER ARTIST: **PEACH MOMOKO**
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DESIGN: **JAY BOWEN & KAT GREGOROWICZ**
ASSISTANT EDITOR: **MICHELLE MARCHESE**
EDITOR: **WIL MOSS**
EDITOR IN CHIEF: **C.B. CEBULSKI**

X-MEN CREATED BY **STAN LEE** & **JACK KIRBY**

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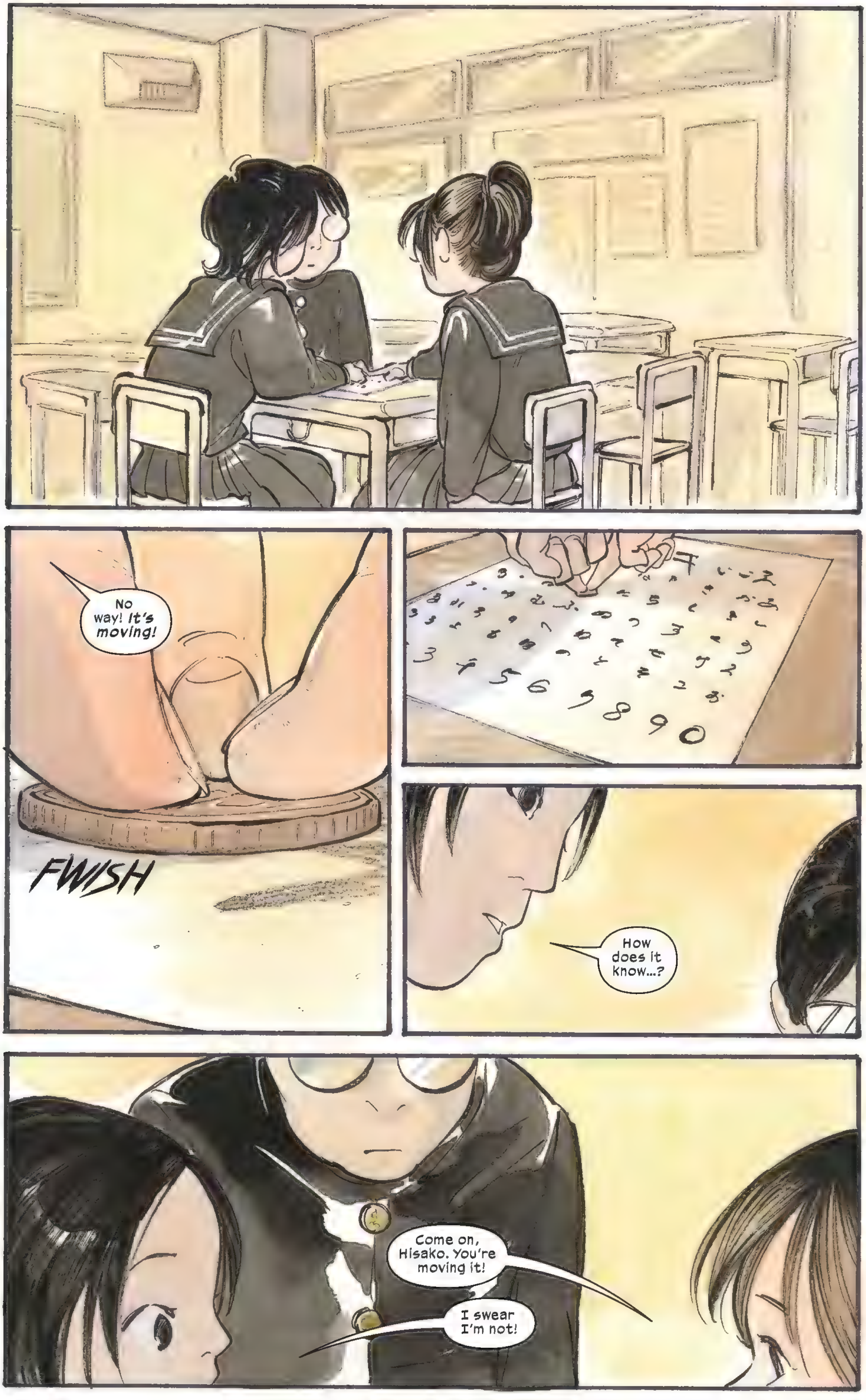
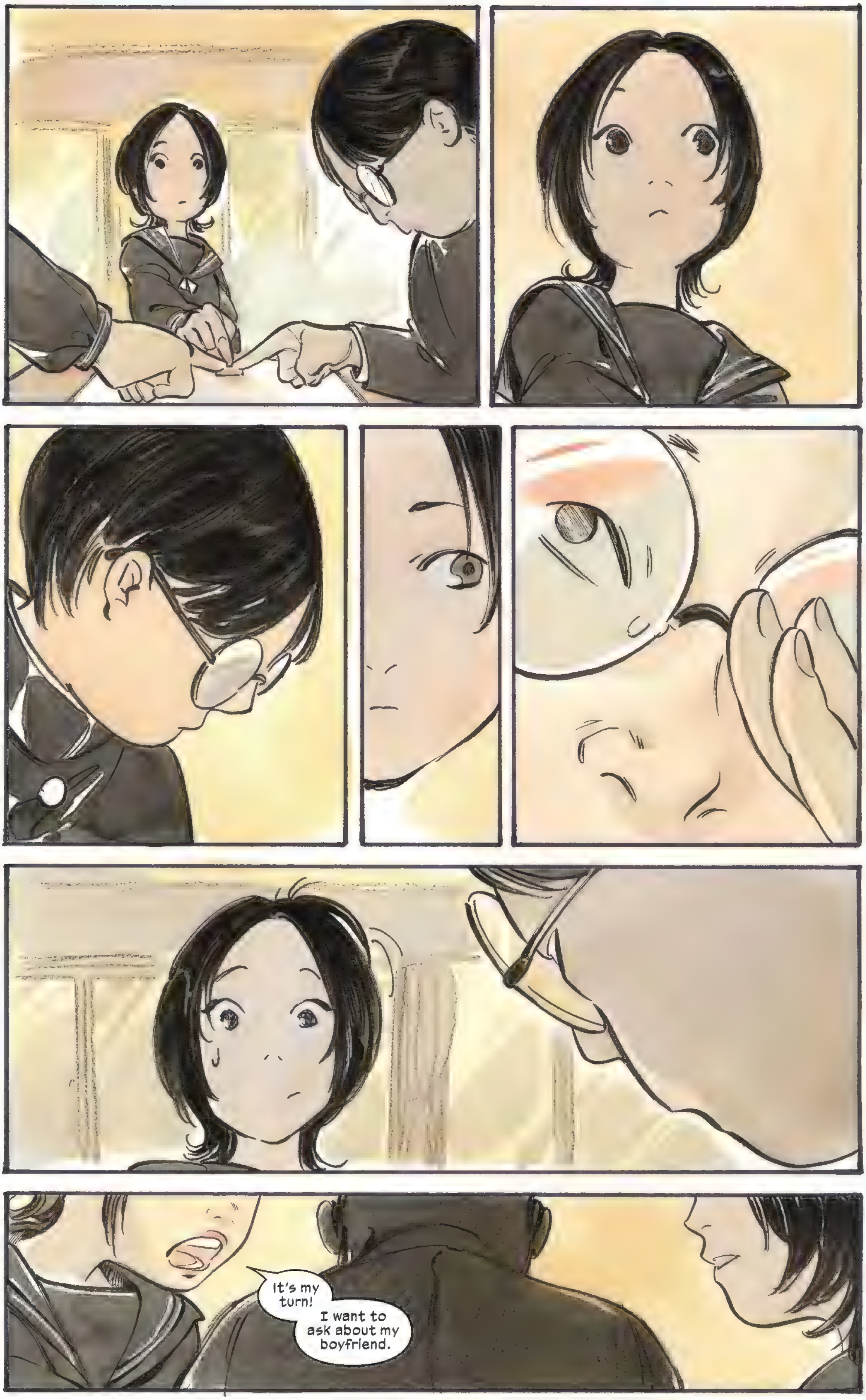
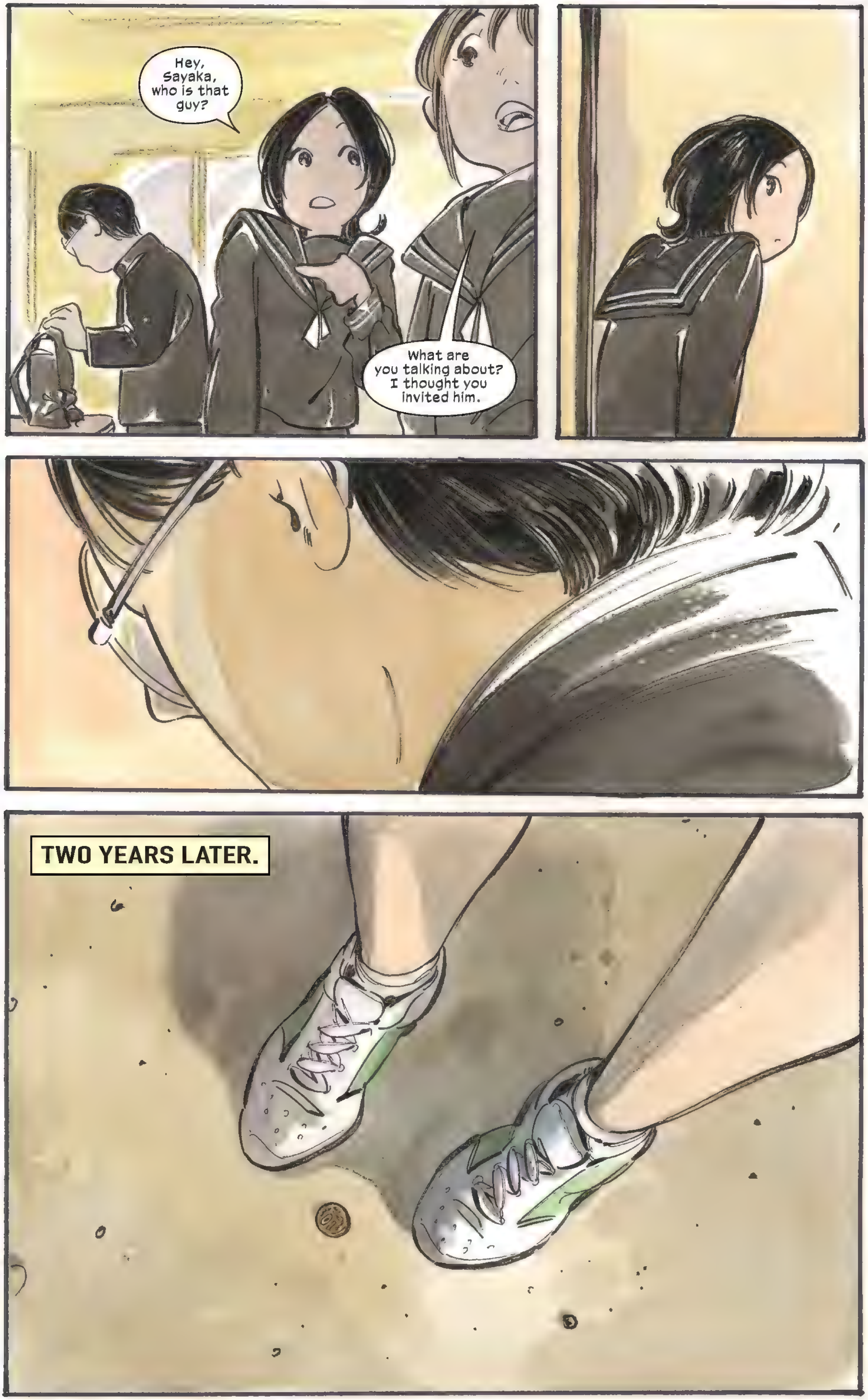
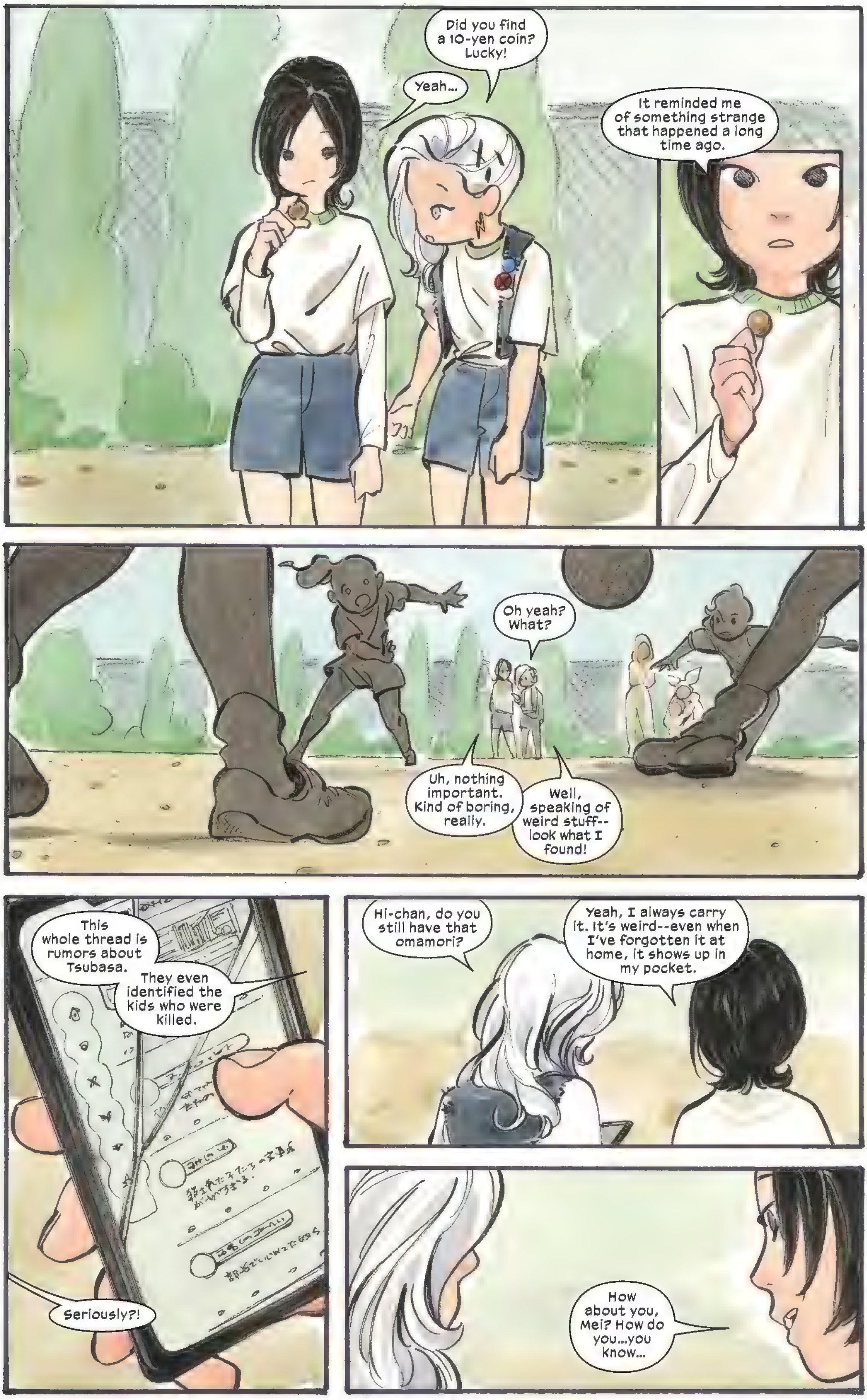
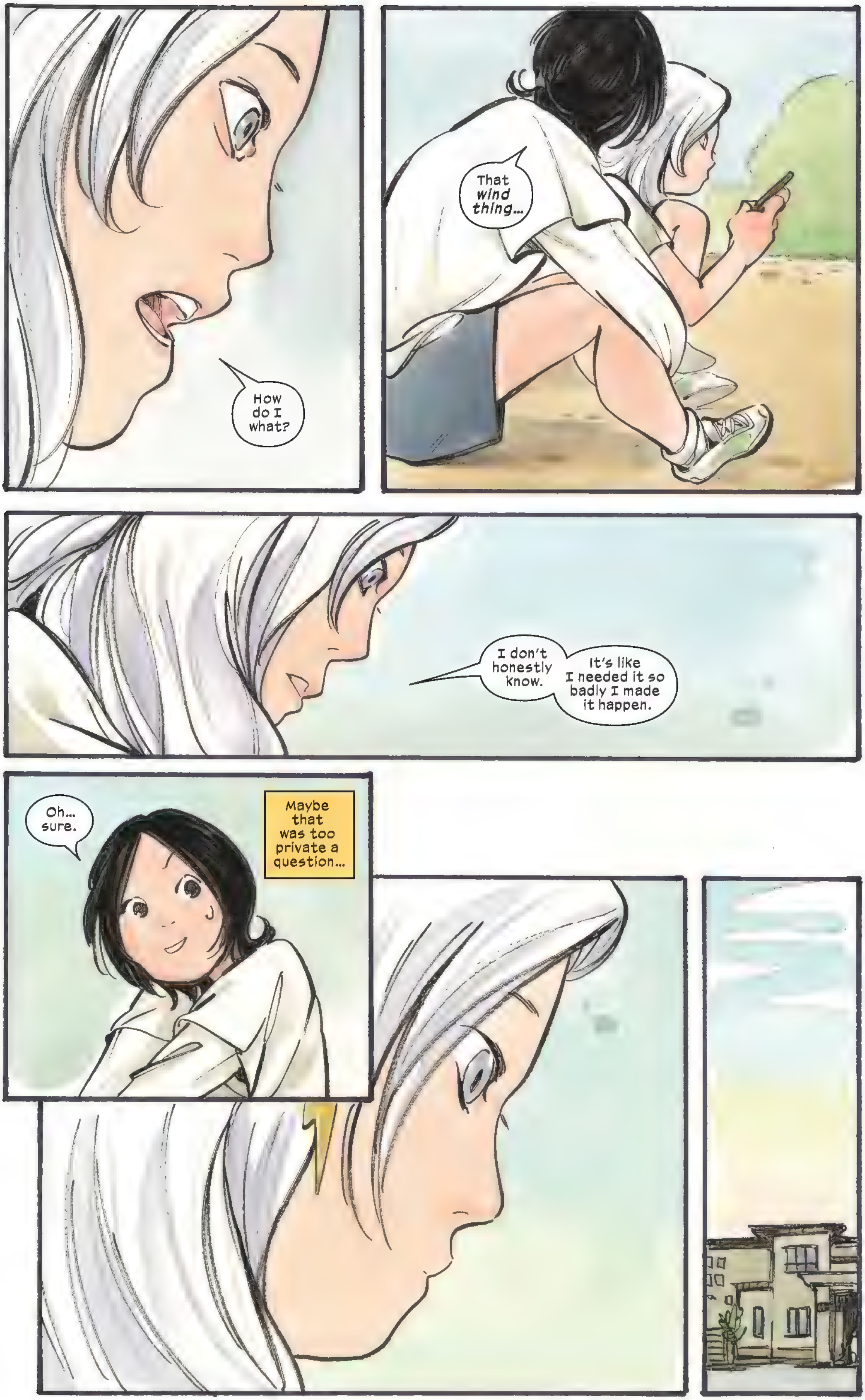
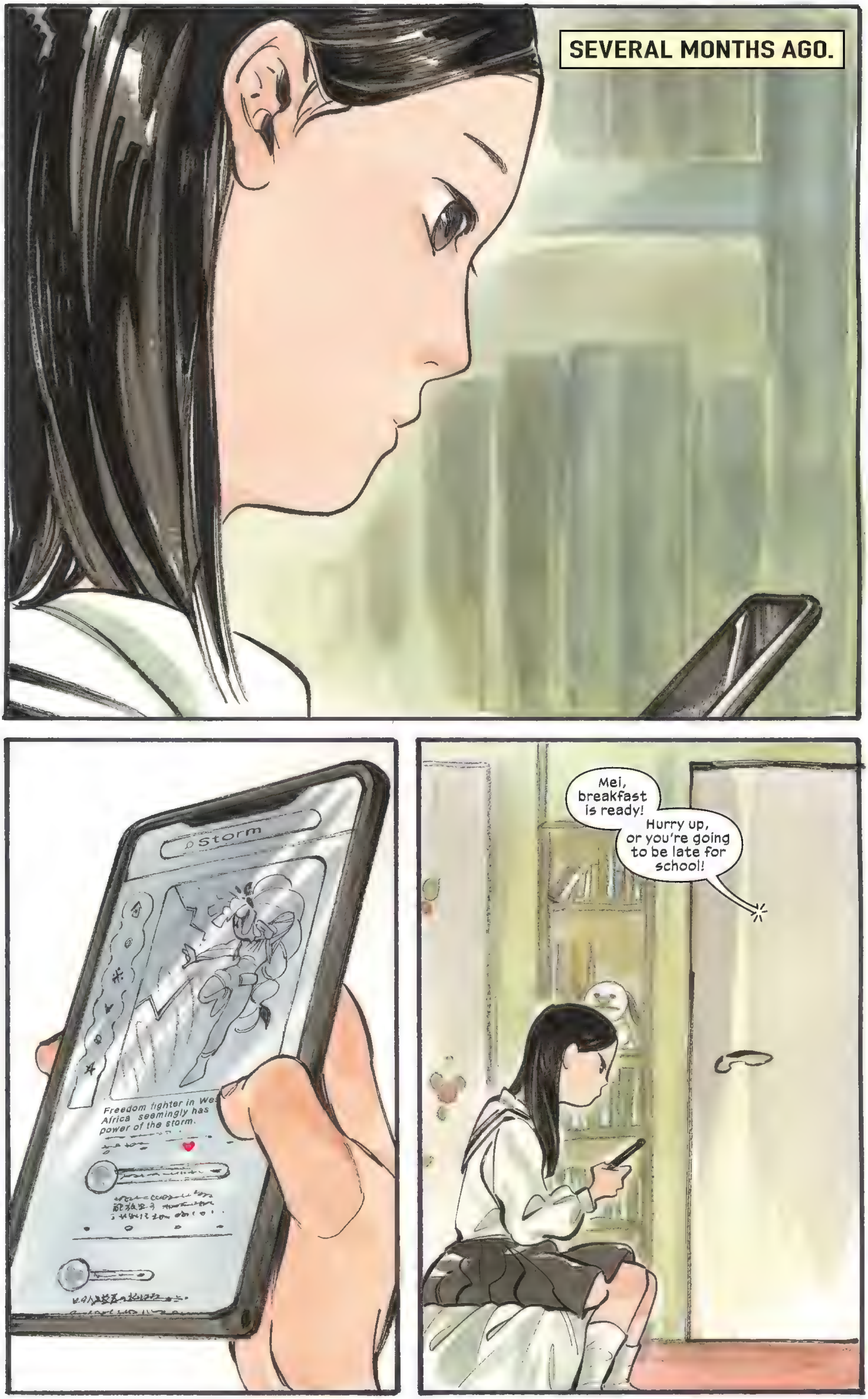

No way! *It's moving!*
FWISH
How does it know...?
Come on, Hisako. You're moving it!
I swear I'm not!

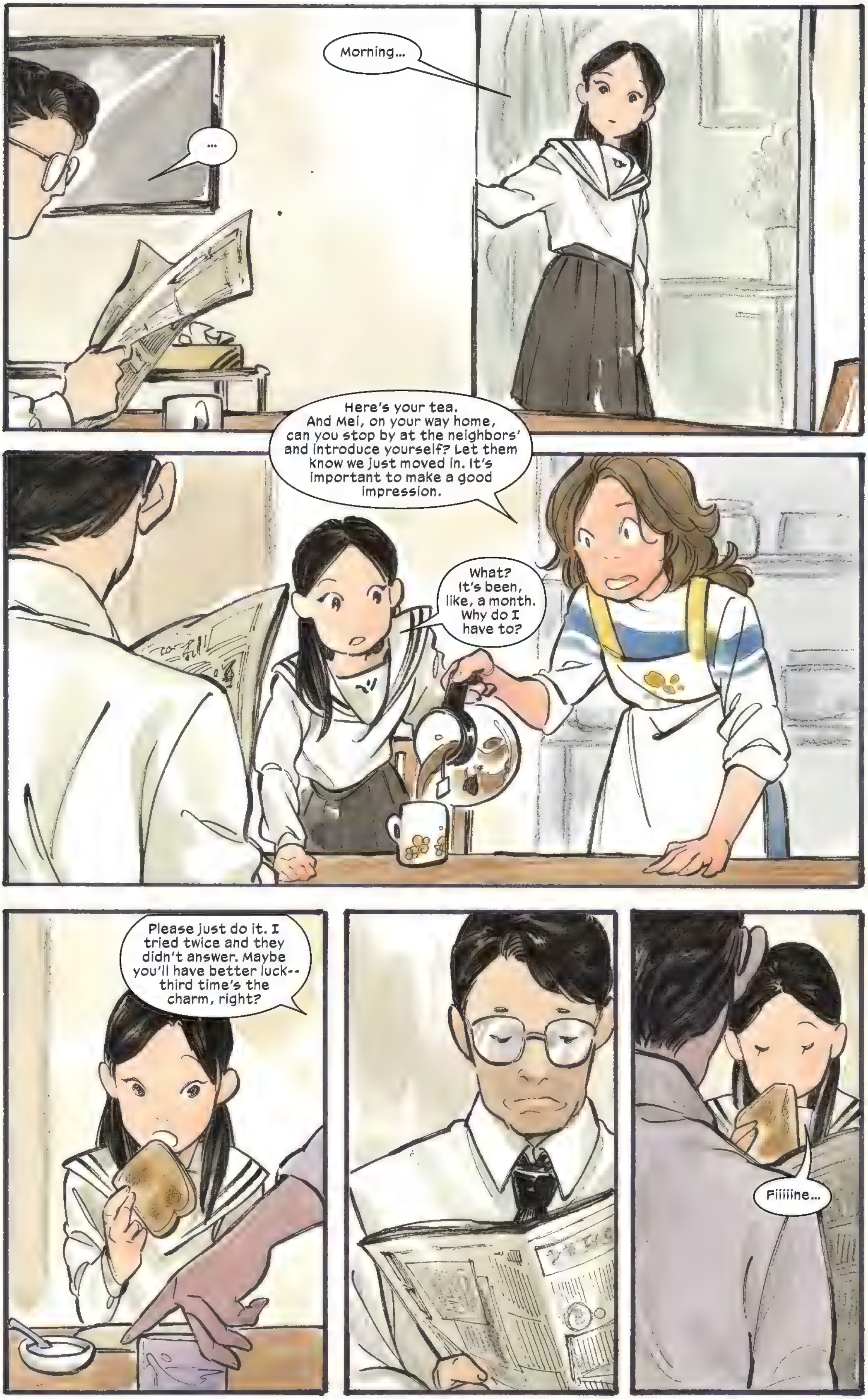

It's my turn!
I want to ask about my boyfriend.

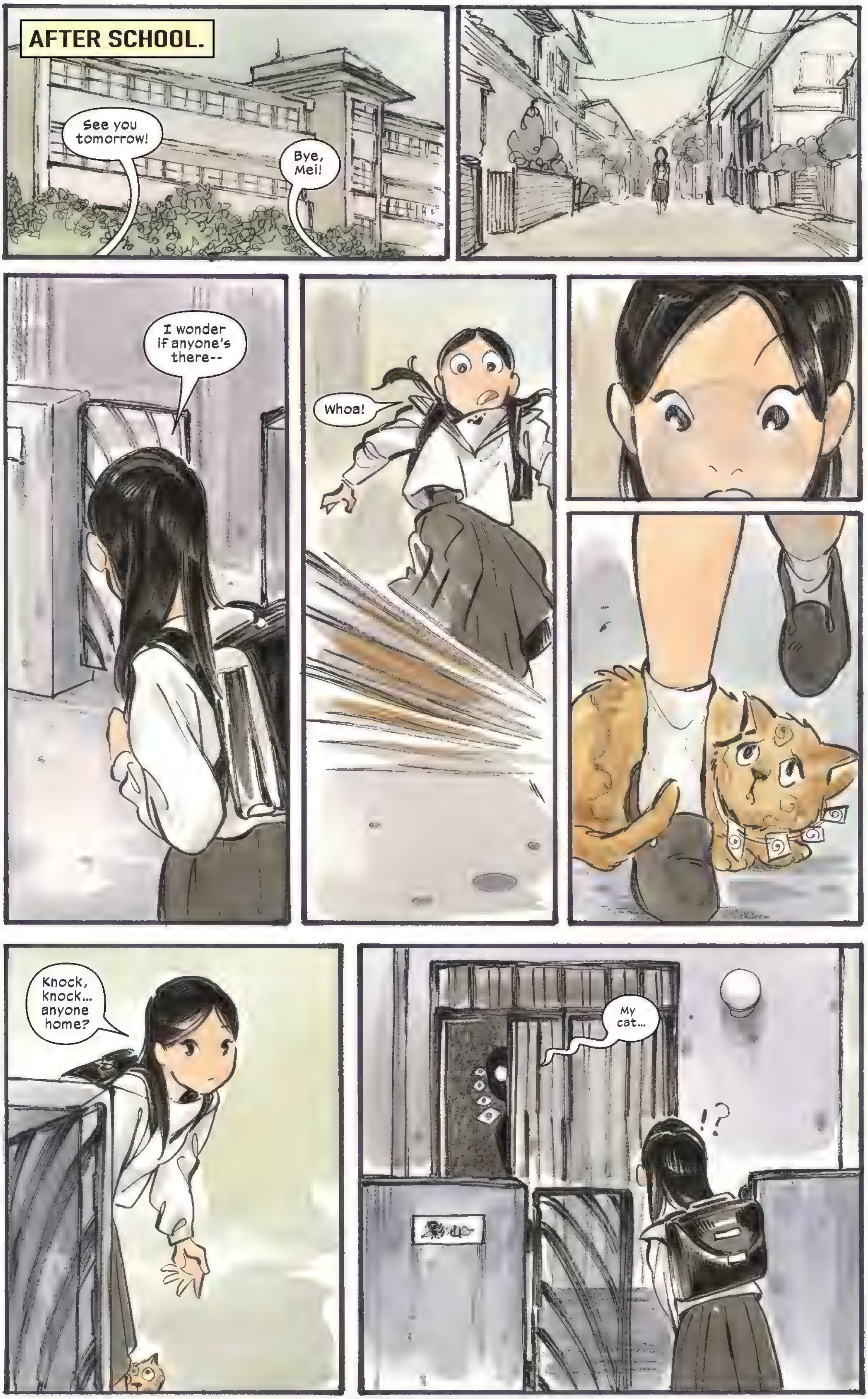

Hey, Sayaka, who is that guy?
What are you talking about? I thought you invited him.
TWO YEARS LATER.

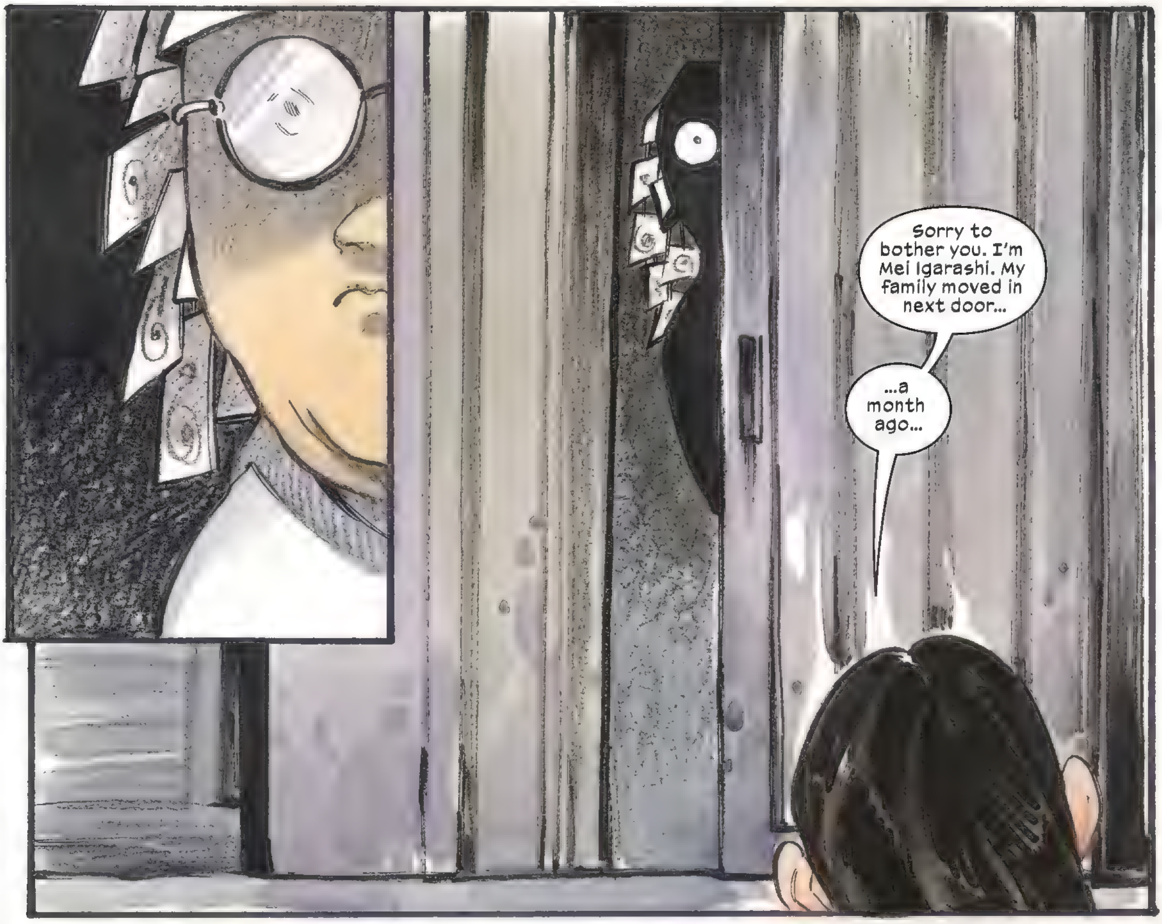

Did you find a 10-yen coin? Lucky!
Yeah...
It reminded me of something strange that happened a long time ago.
Oh yeah? What?
Uh, nothing important. Kind of boring, really.
Well, speaking of weird stuff-- look what I found!
This whole thread is rumors about Tsubasa.
They even identified the kids who were killed.
Seriously?!
Hi-chan, do you still have that omamori?
Yeah, I always carry it. It's weird--even when I've forgotten it at home, it shows up in my pocket.
How about you, Mei? How do you...you know...

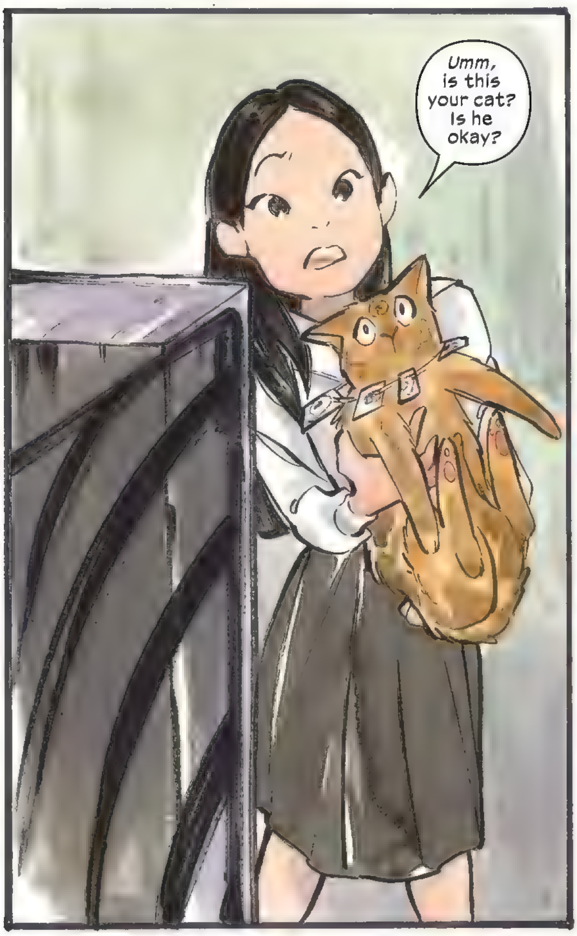

How do I what?
That *wind thing*...
I don't honestly know.
It's like I needed it so badly I made it happen.
Oh... sure.
Maybe that was too private a question...

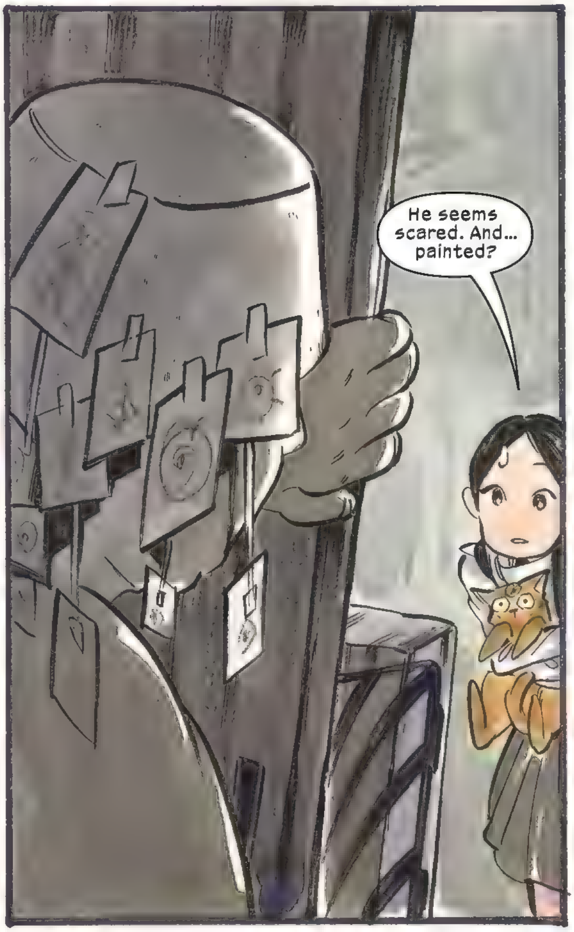

SEVERAL MONTHS AGO.
Storm
Freedom fighter in We
Africa seemingly has
power of the storm.
Mei, breakfast is ready!
Hurry up, or you're going to be late for school!

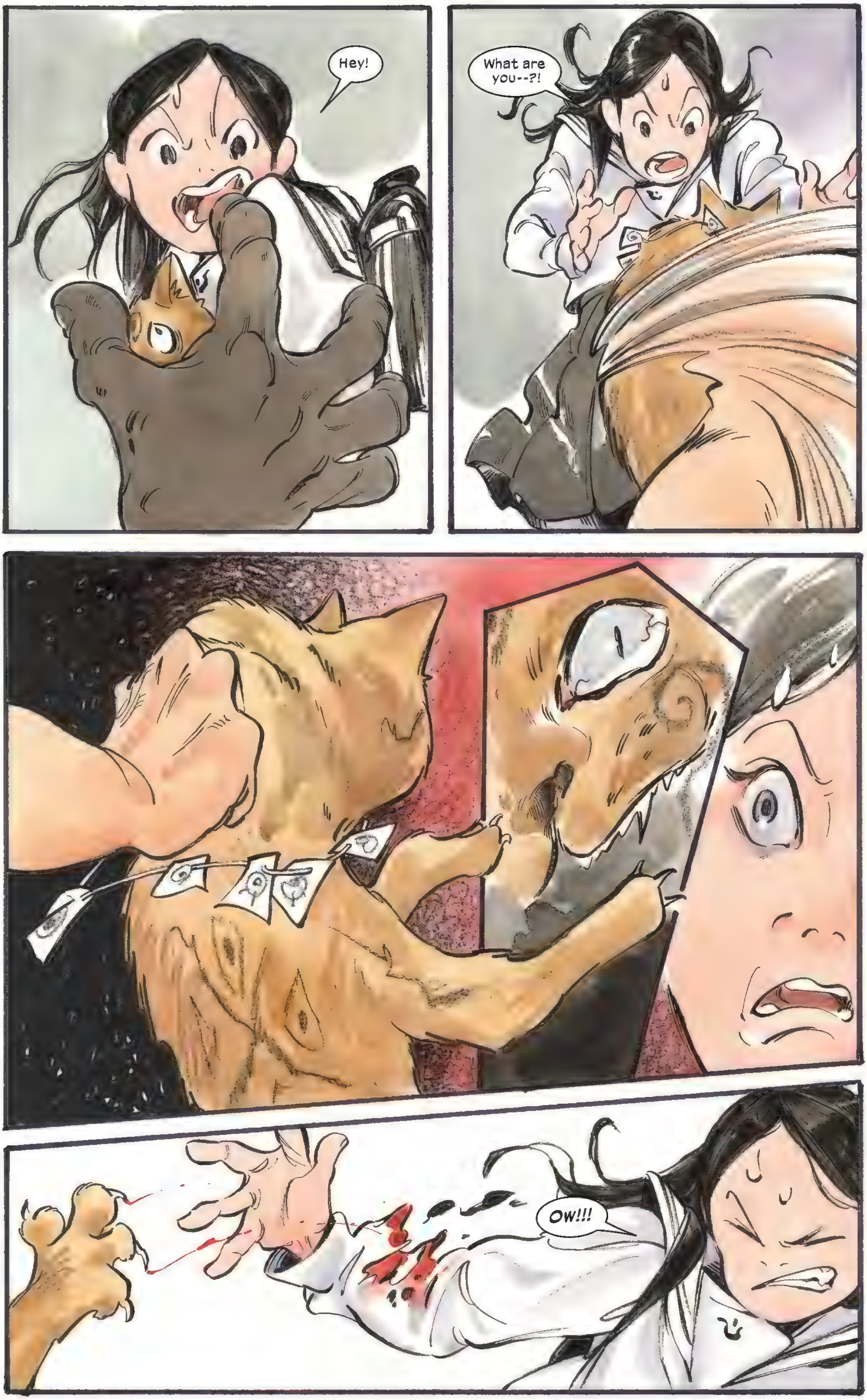

Morning...
...
Here's your tea. And Mei, on your way home, can you stop by at the neighbors' and introduce yourself? Let them know we just moved in. It's important to make a good impression.
What? It's been, like, a month. Why do I have to?
Please just do it. I tried twice and they didn't answer. Maybe you'll have better luck--third time's the charm, right?
Fiiiiine...

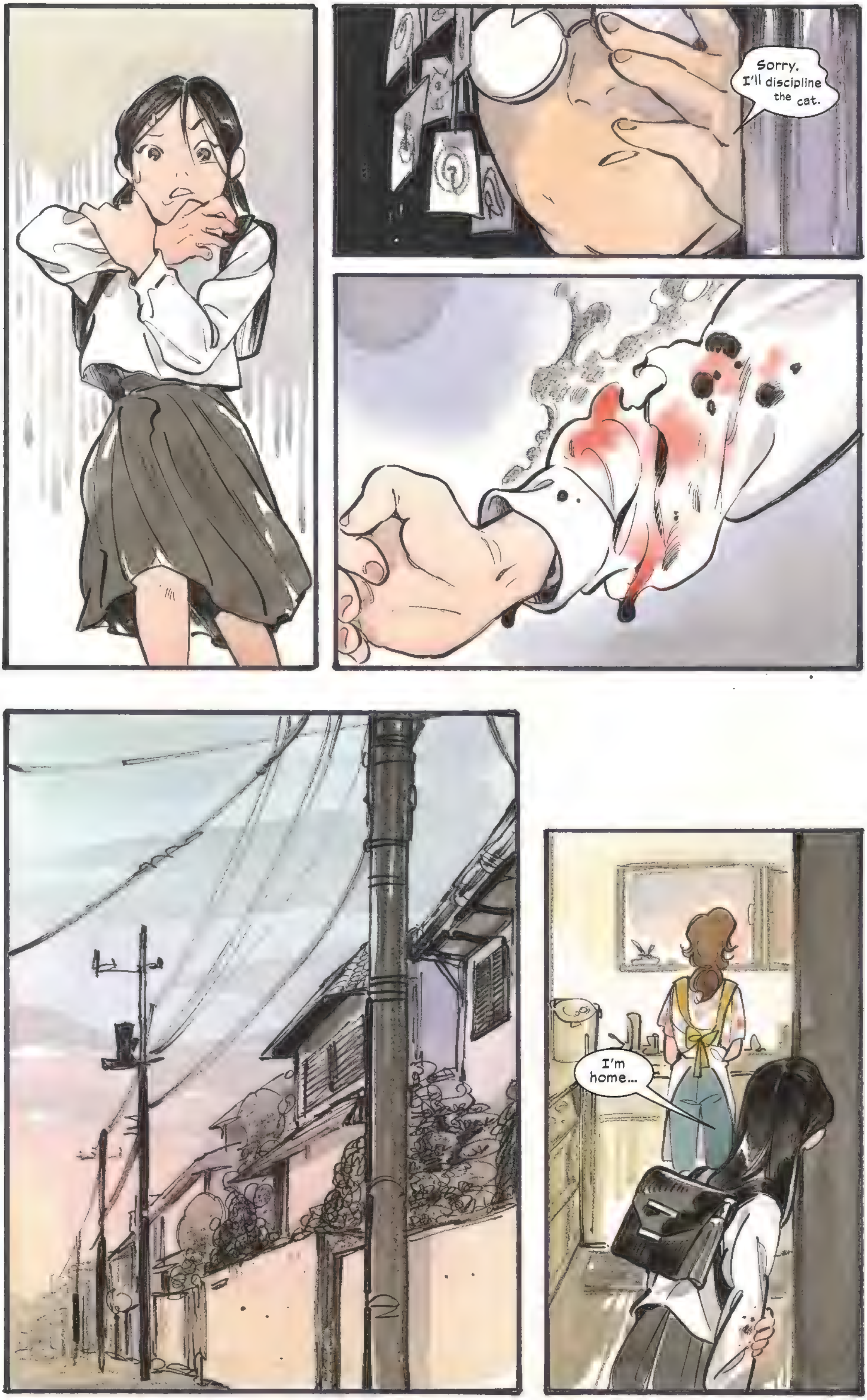

AFTER SCHOOL.
See you tomorrow!
Bye, Mei!
I wonder if anyone's there--
Whoa!
Knock, knock... anyone home?
My cat...
!?

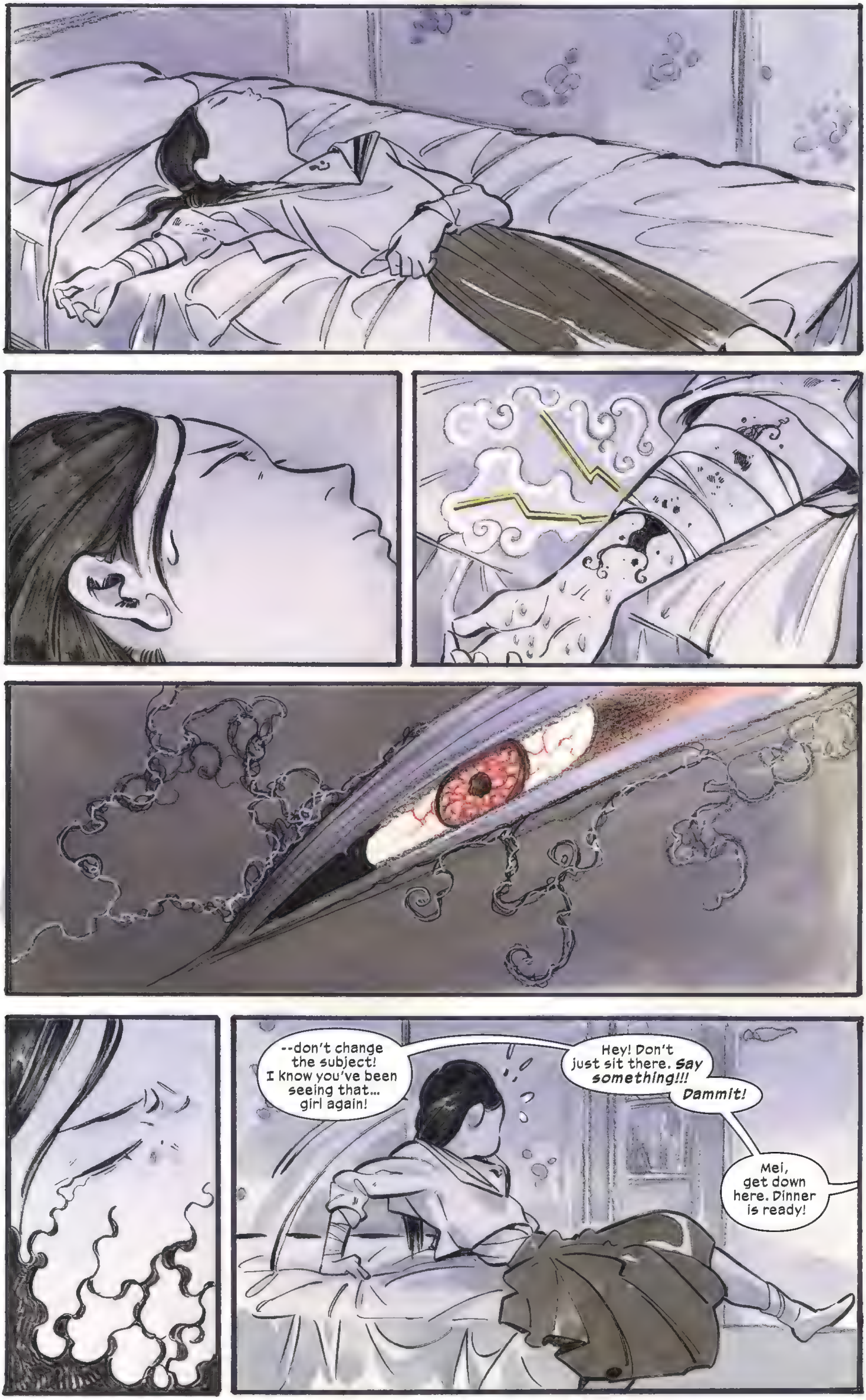

Sorry to bother you. I'm Mei Igarashi. My family moved in next door...
...a month ago...

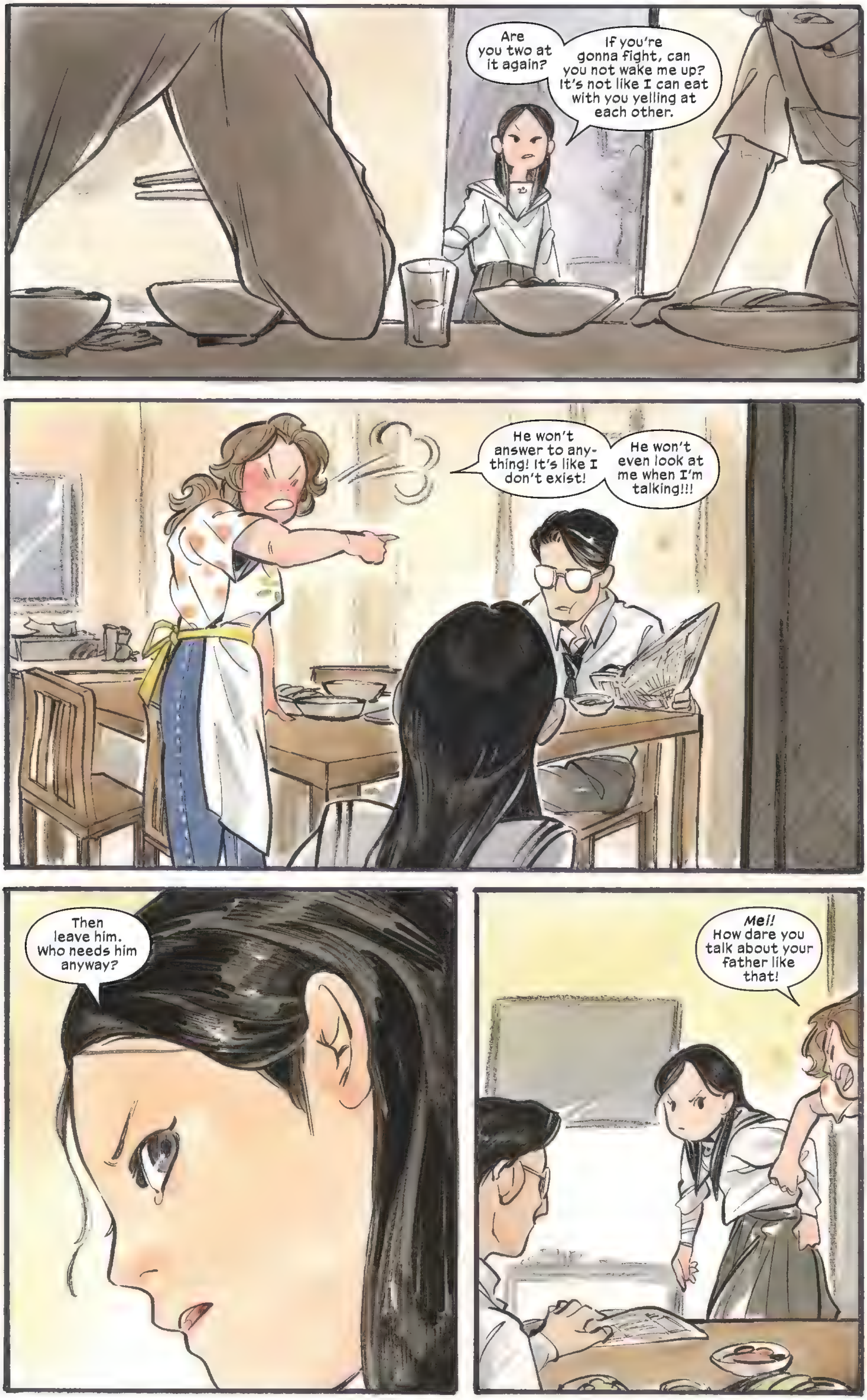

Umm, is this your cat? Is he okay?

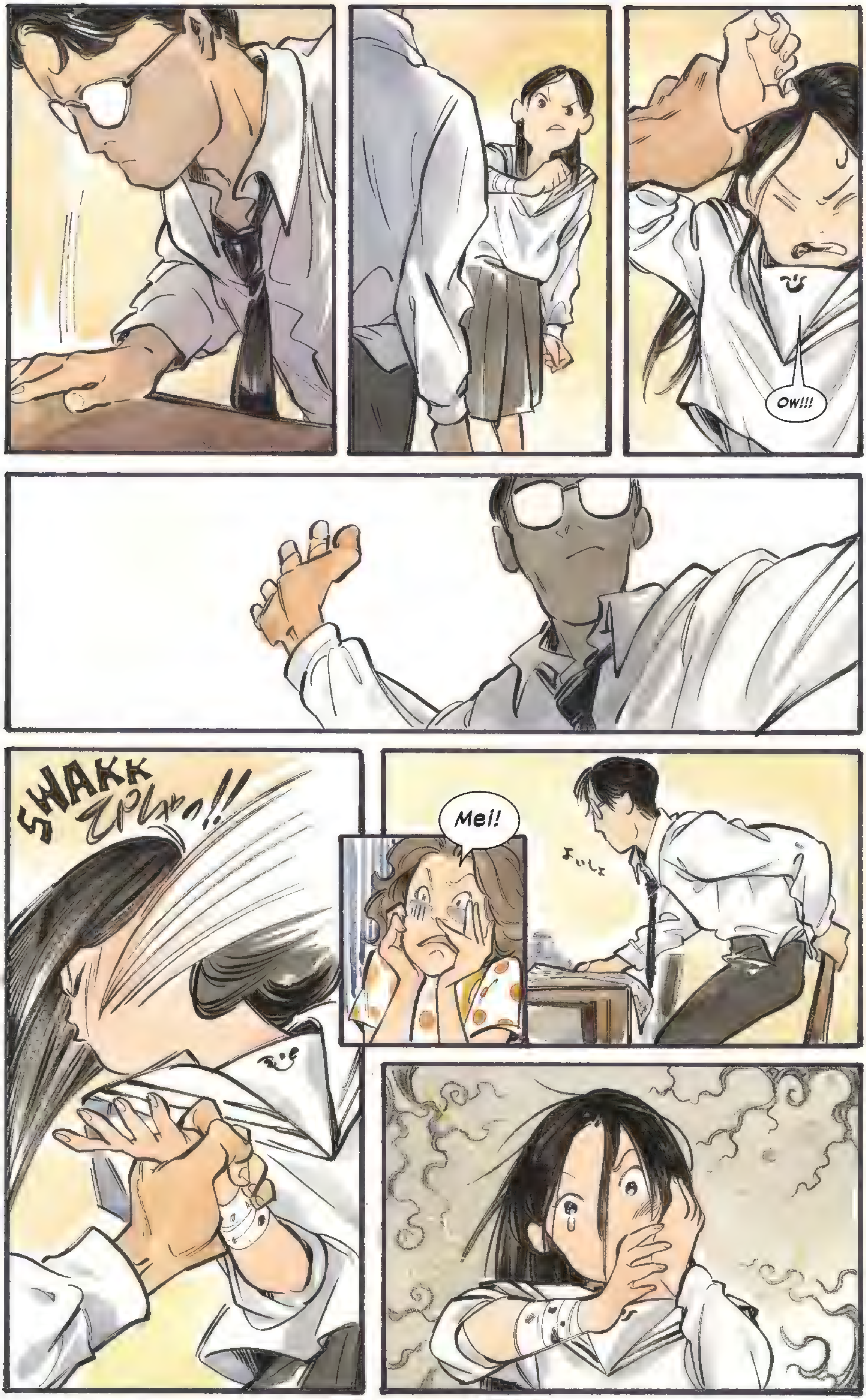

He seems scared. And... painted?

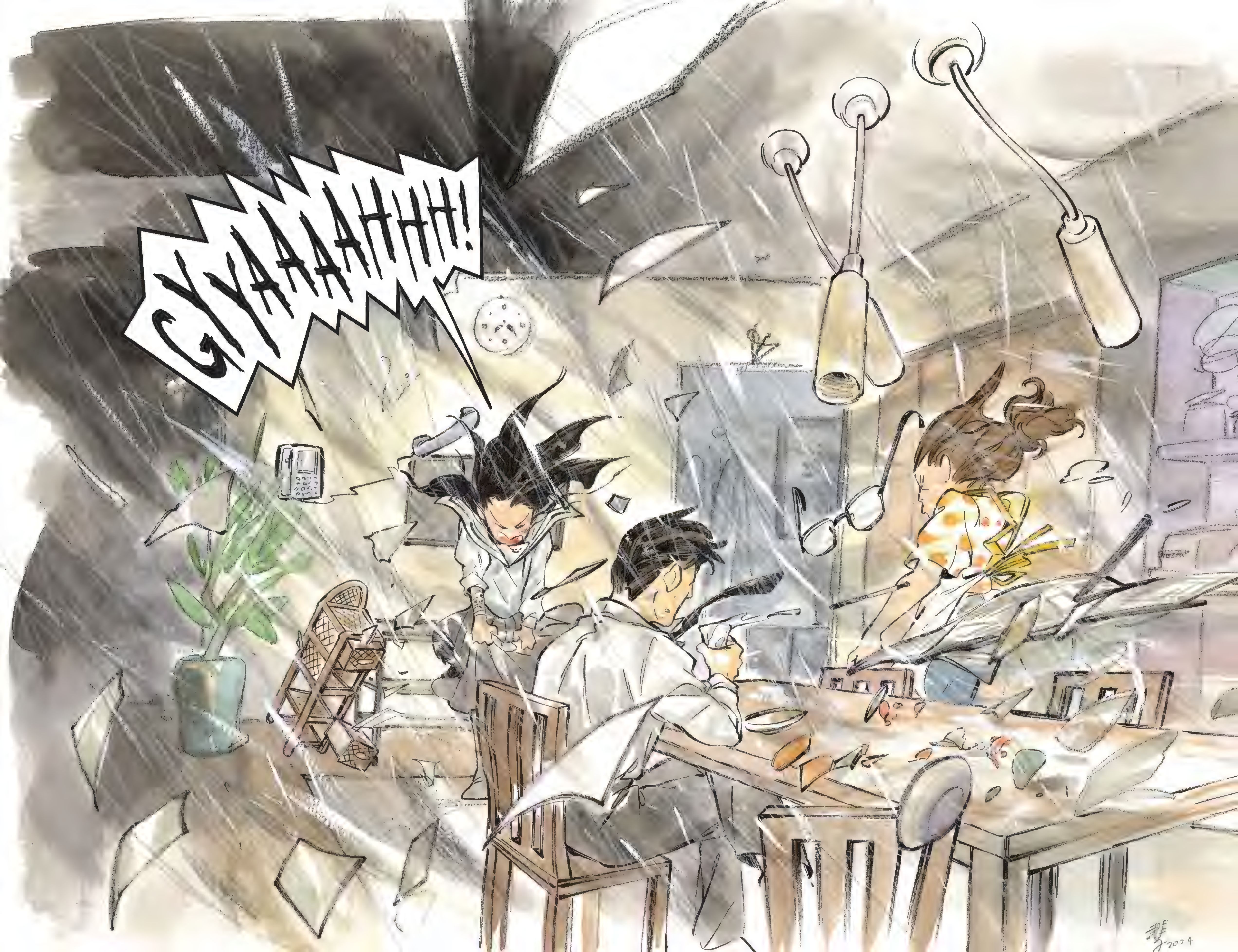

Hey!
What are you--?!
OW!!!

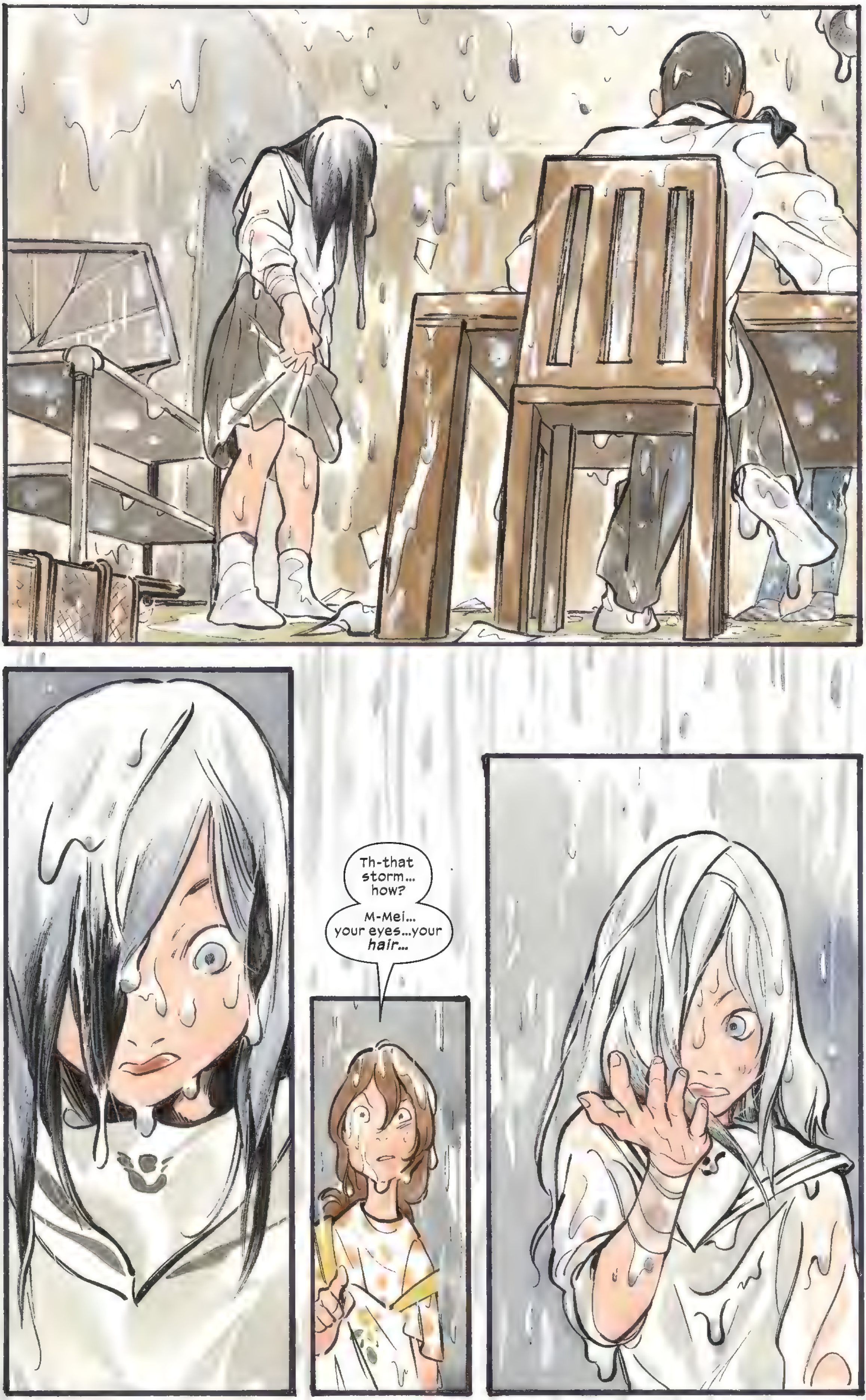

Sorry. I'll discipline the cat.
I'm home...

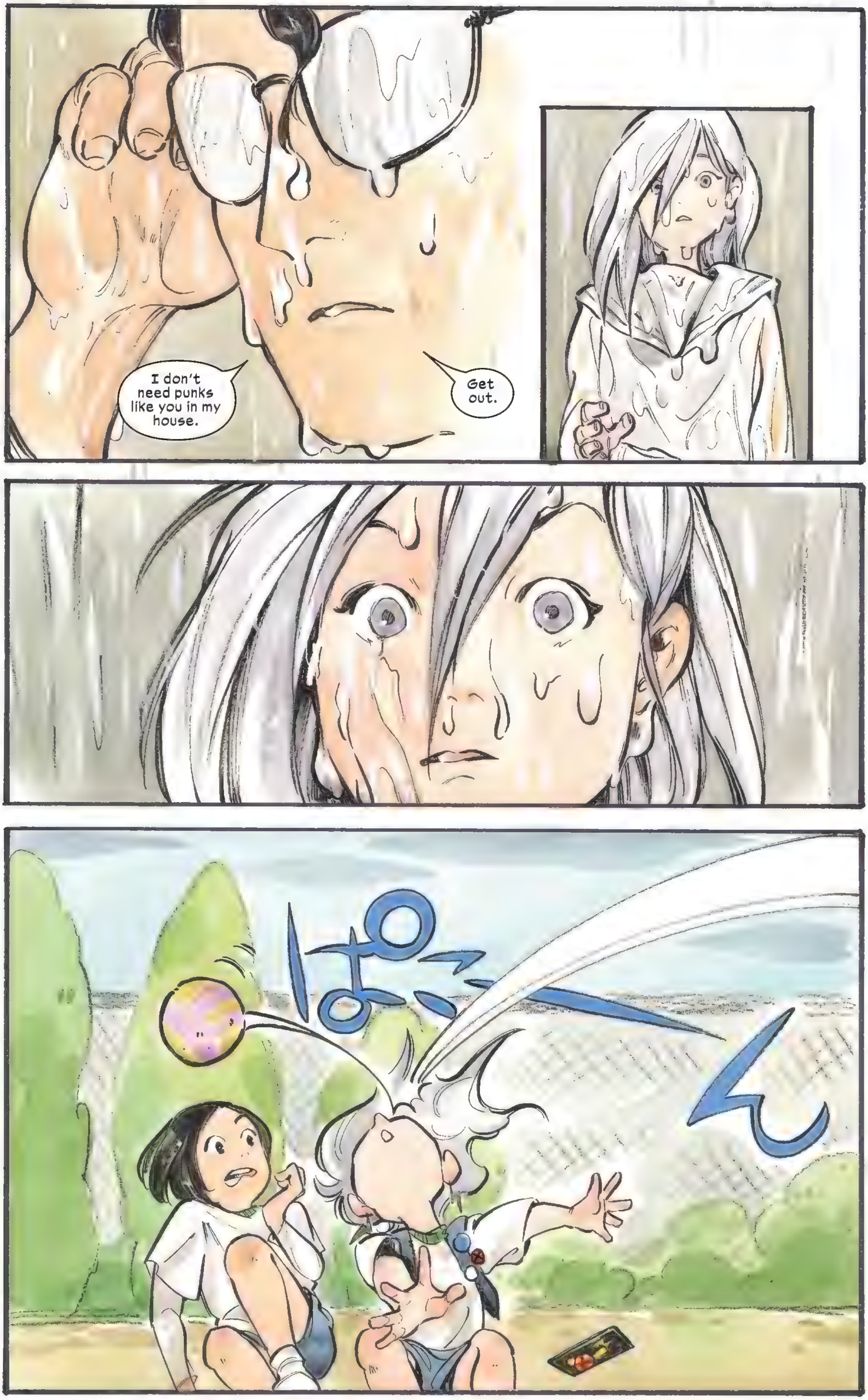

--don't change the subject! I know you've been seeing that... girl again!
Hey! Don't just sit there. *Say something!!!*
Dammit!
Mei, get down here. Dinner is ready!

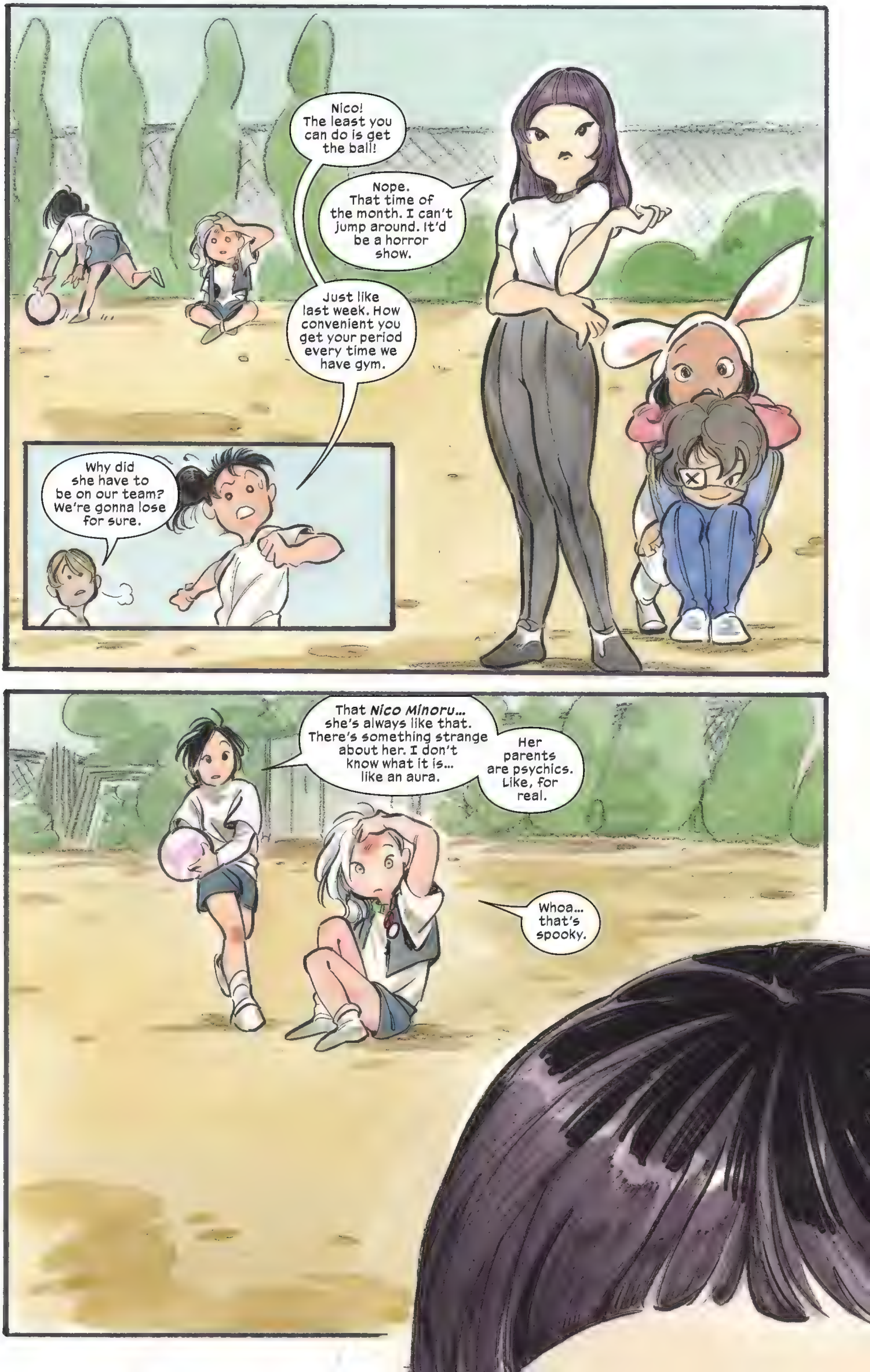

Are you two at it again?
If you're gonna fight, can you not wake me up? It's not like I can eat with you yelling at each other.
He won't answer to anything! It's like I don't exist!
He won't even look at me when I'm talking!!!
Then leave him. Who needs him anyway?
Mei! How dare you talk about your father like that!

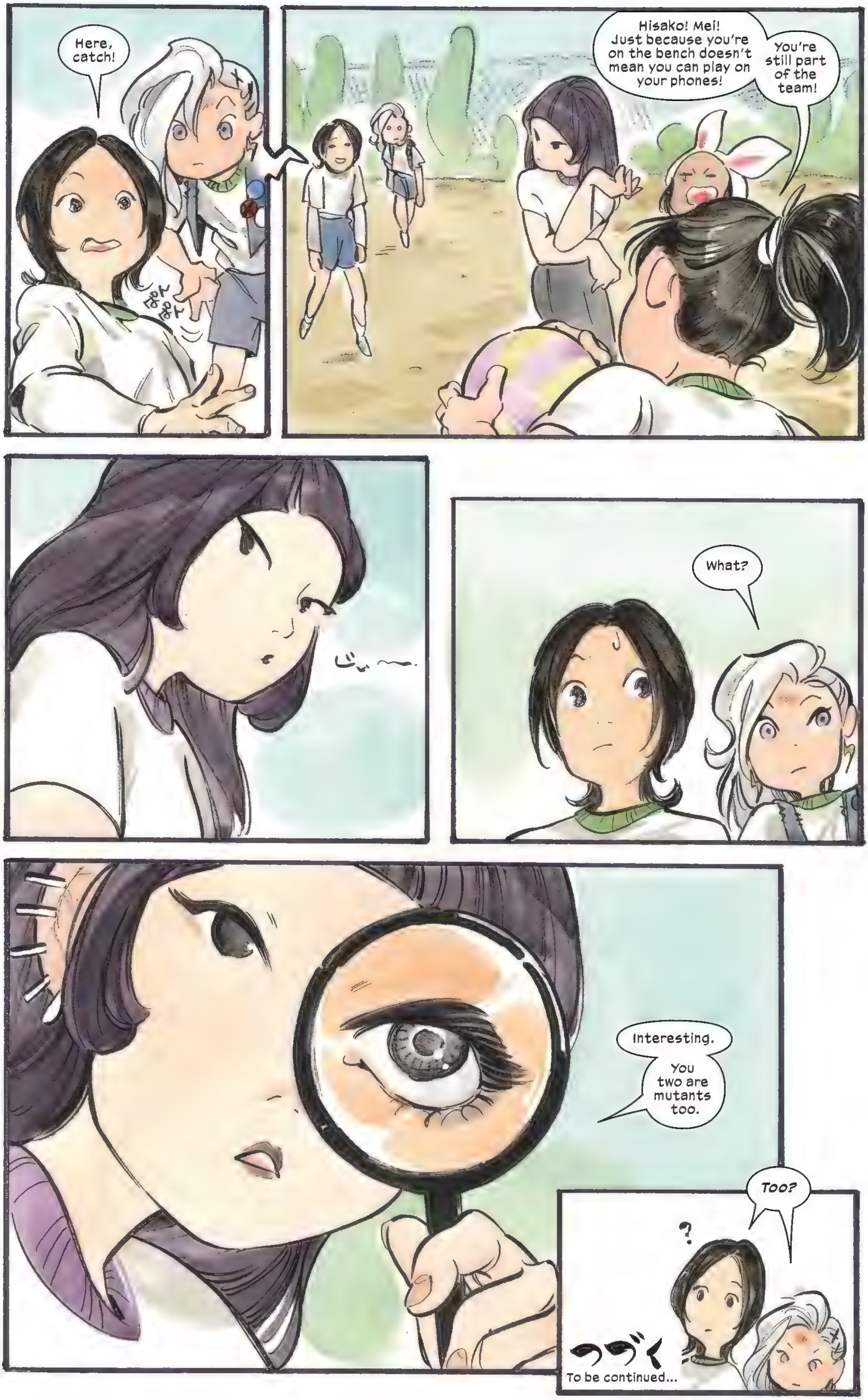

Ow!!!
SHAKK
ぴしゃっ!!
Mei!
よいしょ


GYAAAAHHH!
2024


Th-that storm... how?
M-Mei... your eyes...your *hair*...

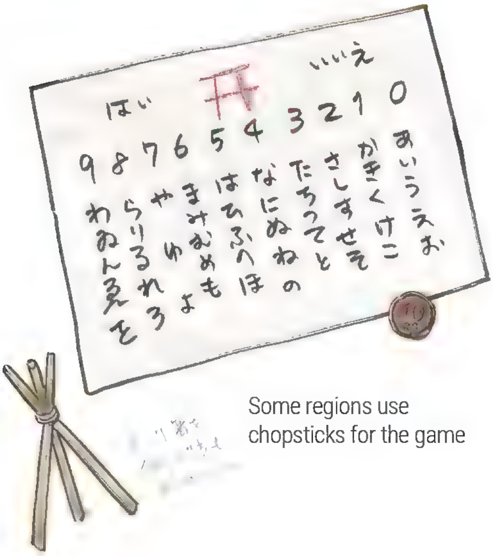

Get out.
I don't need punks like you in my house.
ぽーん


Nico! The least you can do is get the ball!
Nope. That time of the month. I can't jump around. It'd be a horror show.
Just like last week. How convenient you get your period every time we have gym.
Why did she have to be on our team? We're gonna lose for sure.
That *Nico Minoru*... she's always like that. There's something strange about her. I don't know what it is... like an aura.
Her parents are psychics. Like, for real.
Whoa... that's spooky.


Here, catch!
ぽんぽん
Hisako! Mei! Just because you're on the bench doesn't mean you can play on your phones!
You're still part of the team!
じぃ〜
What?
Interesting.
You two are mutants too.
Too?
?
つづく
To be continued...

LEXICON

コックリさん **KOKKURI-SAN**


はい
いいえ
9 8 7 6 5 4 3 2 1 0
あいうえお
かきくけこ
さしすせそ
たちつてと
なにぬねの
はひふへほ
まみむめも
やゆよ
らりるれろ
わゐんゑを

り箸を [illegible]

Some regions use chopsticks for the game

[illegible]占いの一種。学校の放課後、
[illegible]生がやるやつ。

狐には霊力があると
[illegible]られていて、日本ではよく神社
[illegible]

コックリさんは、狐が人間に
[illegible]「[illegible]」
おそらく おまじない みたいなもの

狐さまは何でも知ってて、
解答もしてくれる。すごい神様だって

An old Japanese spirit board commonly played with after school. .

Foxes are known for having spiritual power in Japan. Many temples display foxes as a protector and treat the fox as a god.

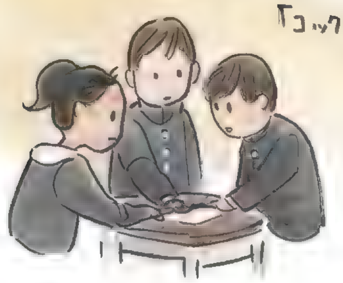
In the game Kokkuri-san, it is said that foxes possess humans to understand that person and their surroundings. This is called "Kitsune-Tsuki."

Foxes know everything about you…even your darkest secrets.

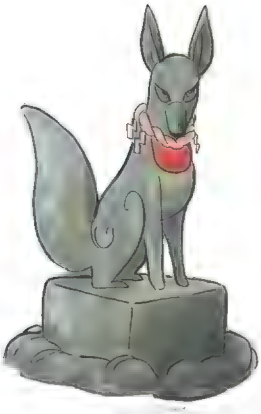
The game requires 1-3 people and a 10-yen coin.

Then you chant, "Kokkuri-san, Kokkuri-san, oide kudasai."

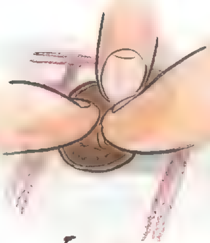
(Kokkuri-san, Kokkuri-san, please come.)



「コックリさん
コックリさん
おいでください」



If you play any pranks or disrespect the fox, you will be punished.



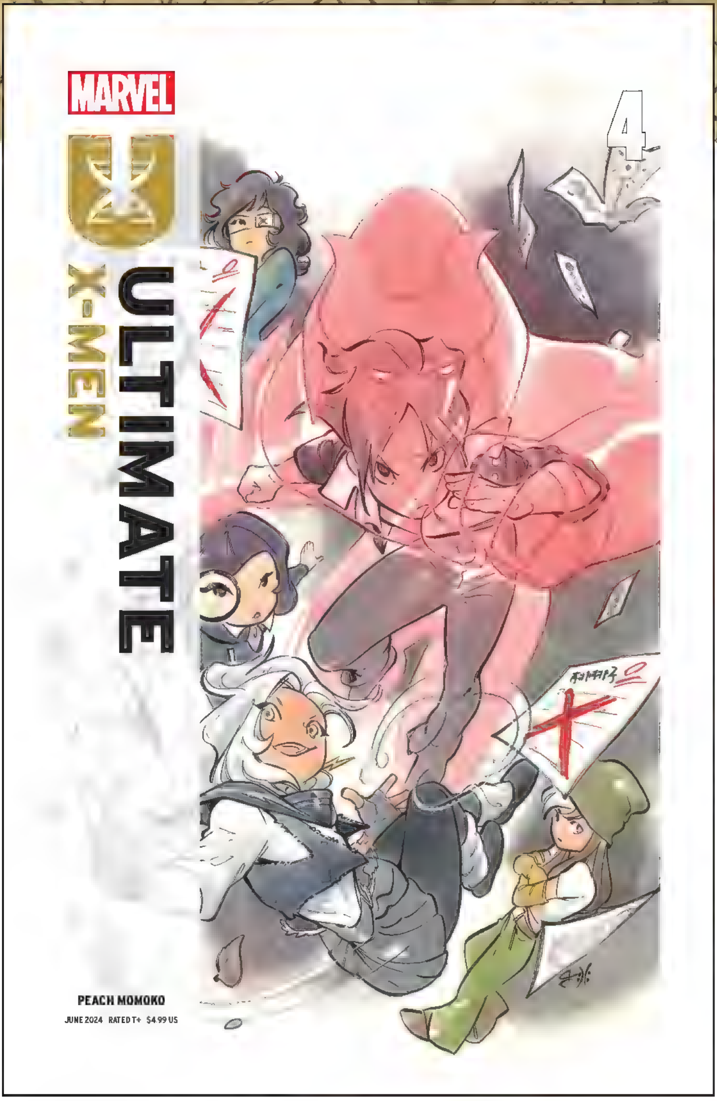
You must follow all the rules and steps to play. If you skip anything, the fox will keep possessing you even after you have finished playing and bad things will happen...

At the end, chant "Kokkuri-san, Kokkuri-san, arigato gozaimasu. Dozo, Okaeri kudasai."

(Kokkuri-san, Kokkuri-san, thank you very much. Please, you can go home now.)

「コックリさん
ありがとうございました。
どうぞ、お帰りください」

NEXT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MARVEL
THE
ULTIMATES
1

ULTIMATES #1

BY **DENIZ CAMP** & **JUAN FRIGERI**

ON SALE IN JUNE

4

A diabolical genius known as **THE MAKER** created his ideal Earth by systematically preventing anyone from ever becoming a super hero. To rule his perfected Earth, he placed super villains in charge of different regions, and together, **THE MAKER'S COUNCIL** quietly orchestrated the history of the world.

Among them are **RA** and **KHONSHU**, who oversee Africa—all but the impenetrable, isolated kingdom of **WAKANDA**. But when Ra and Khonshu planted an assassin within Wakanda's borders, **KING T'CHALLA** was forced to send the kingdom into war.

A solo mission led **BLACK PANTHER** into an ambush, but he was rescued by **KILLMONGER** and **STORM**, two guerrilla fighters, who brought him to a hidden, mysterious green ore. Meanwhile, tensions mount in Wakanda, where no one has seen the king in months…

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EDITOR: **WIL MOSS**
EDITOR IN CHIEF: **C.B. CEBULSKI**

BLACK PANTHER CREATED BY **STAN LEE** & **JACK KIRBY**

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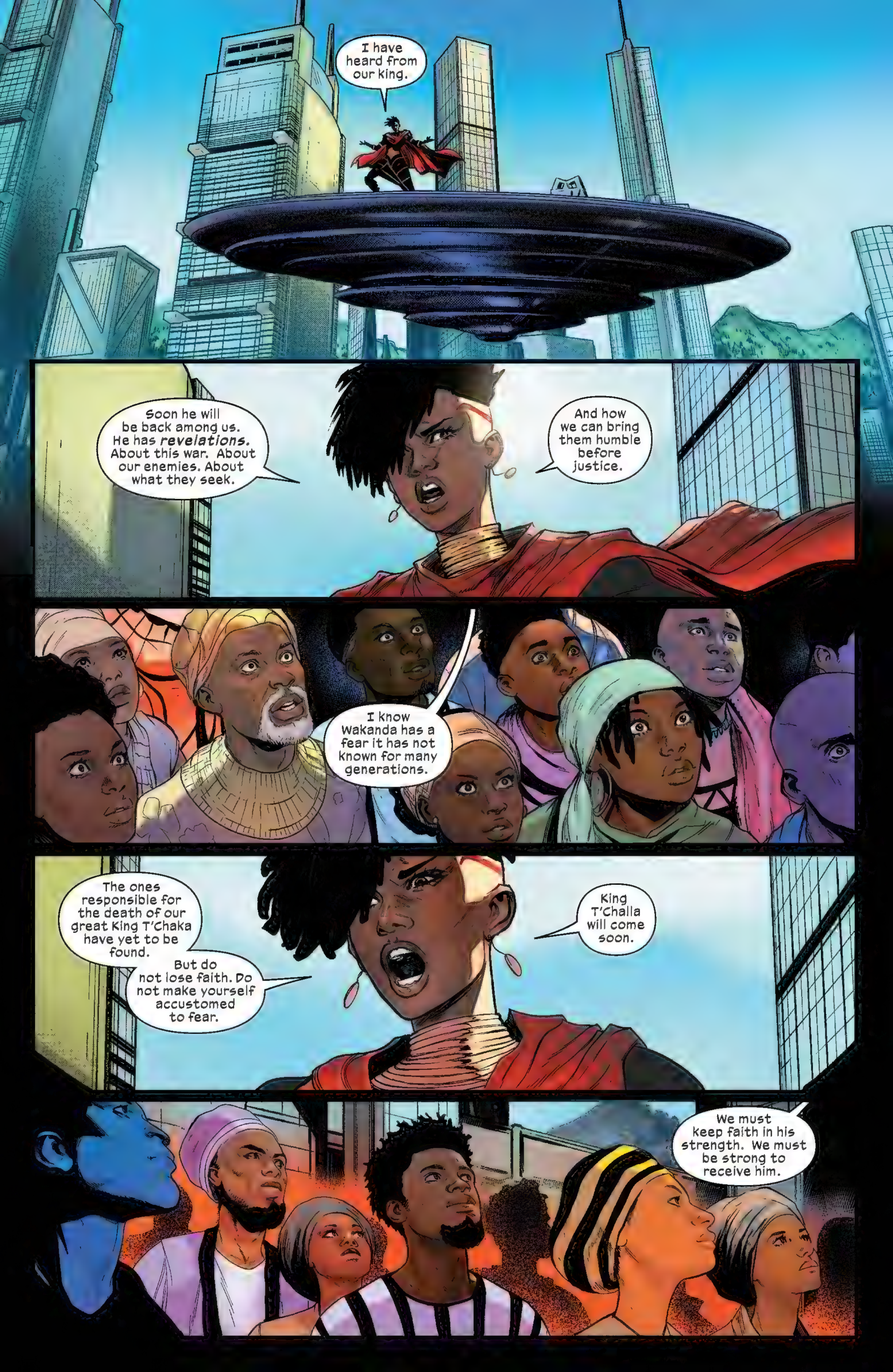
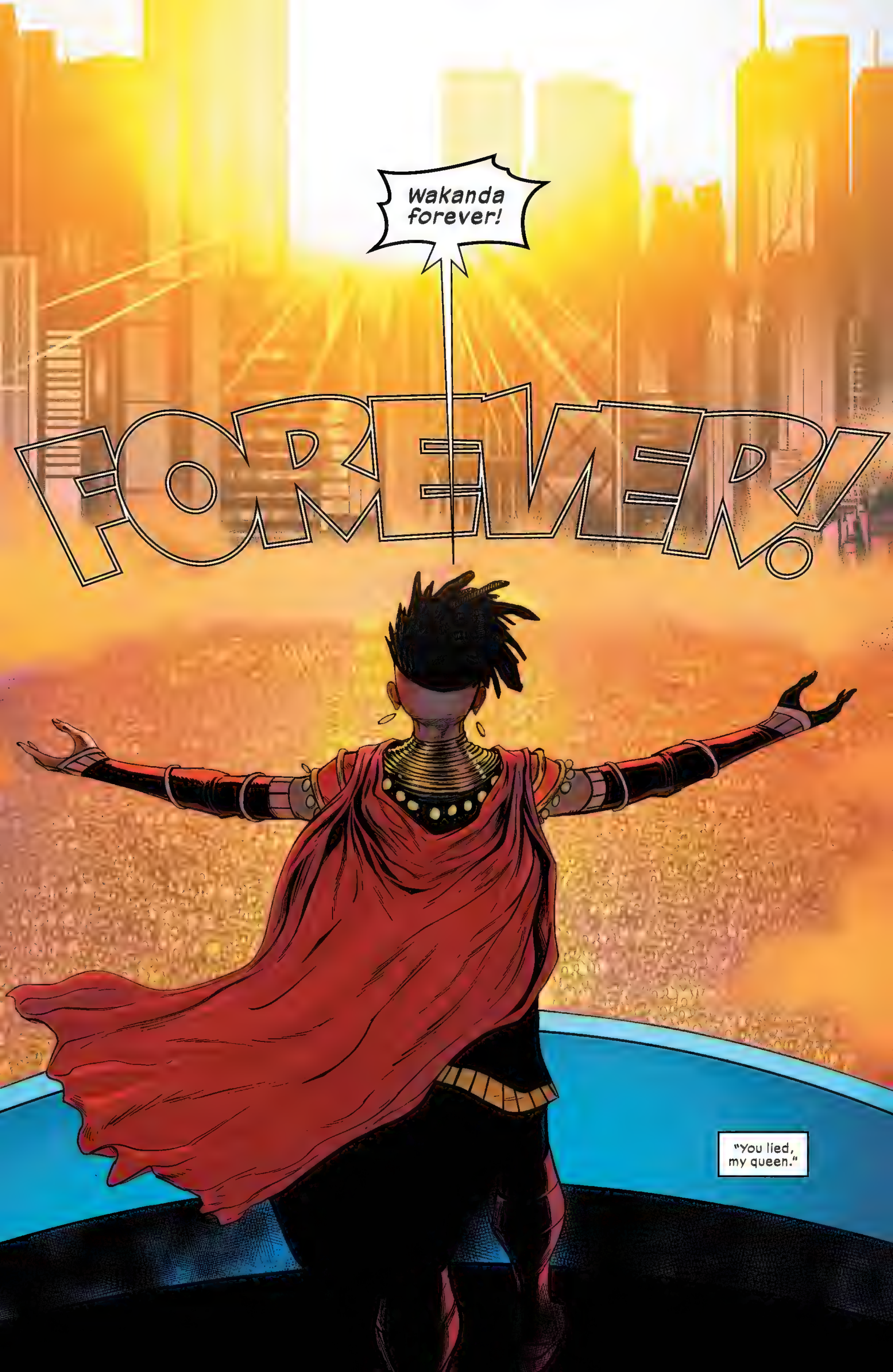
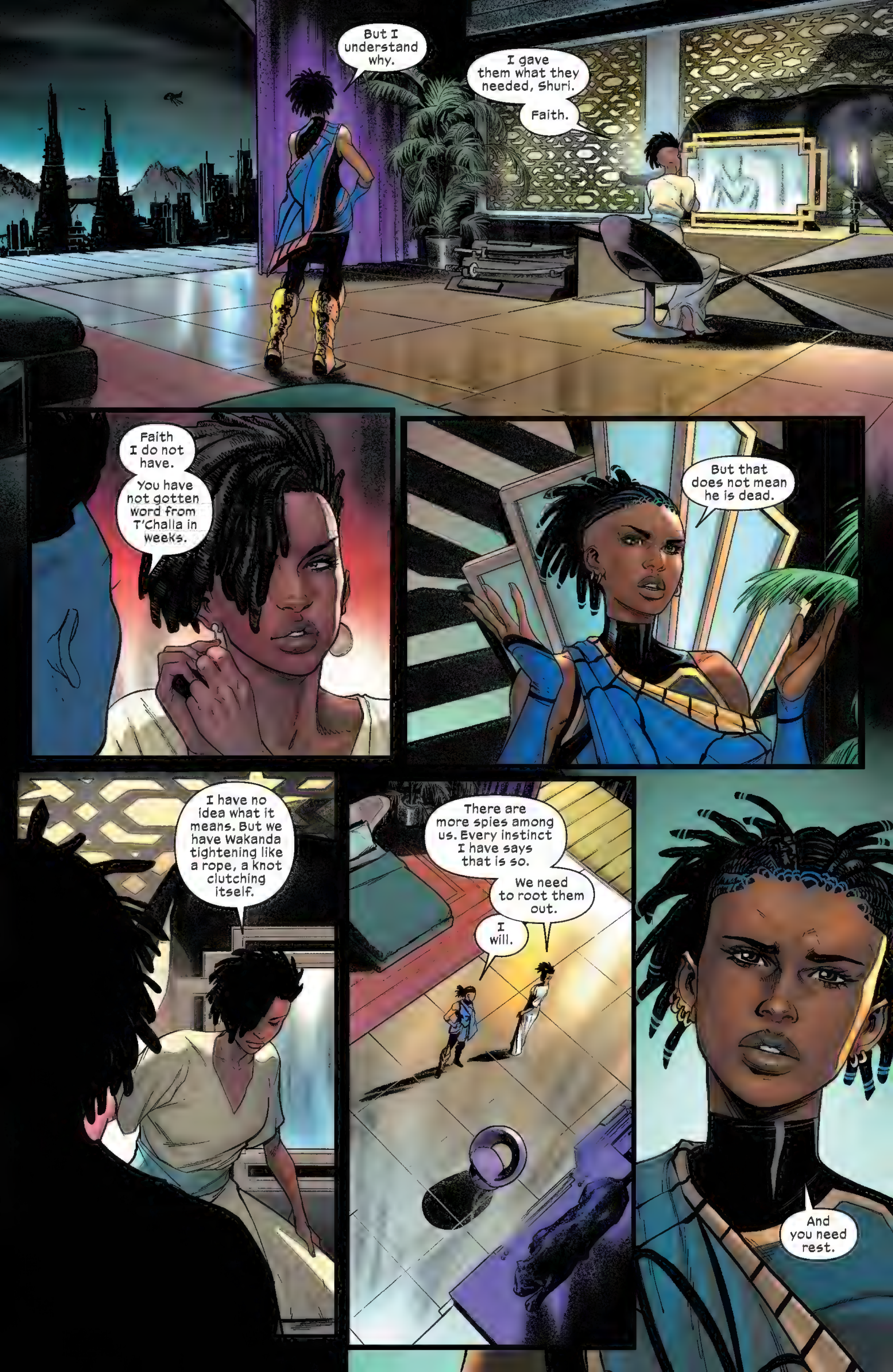
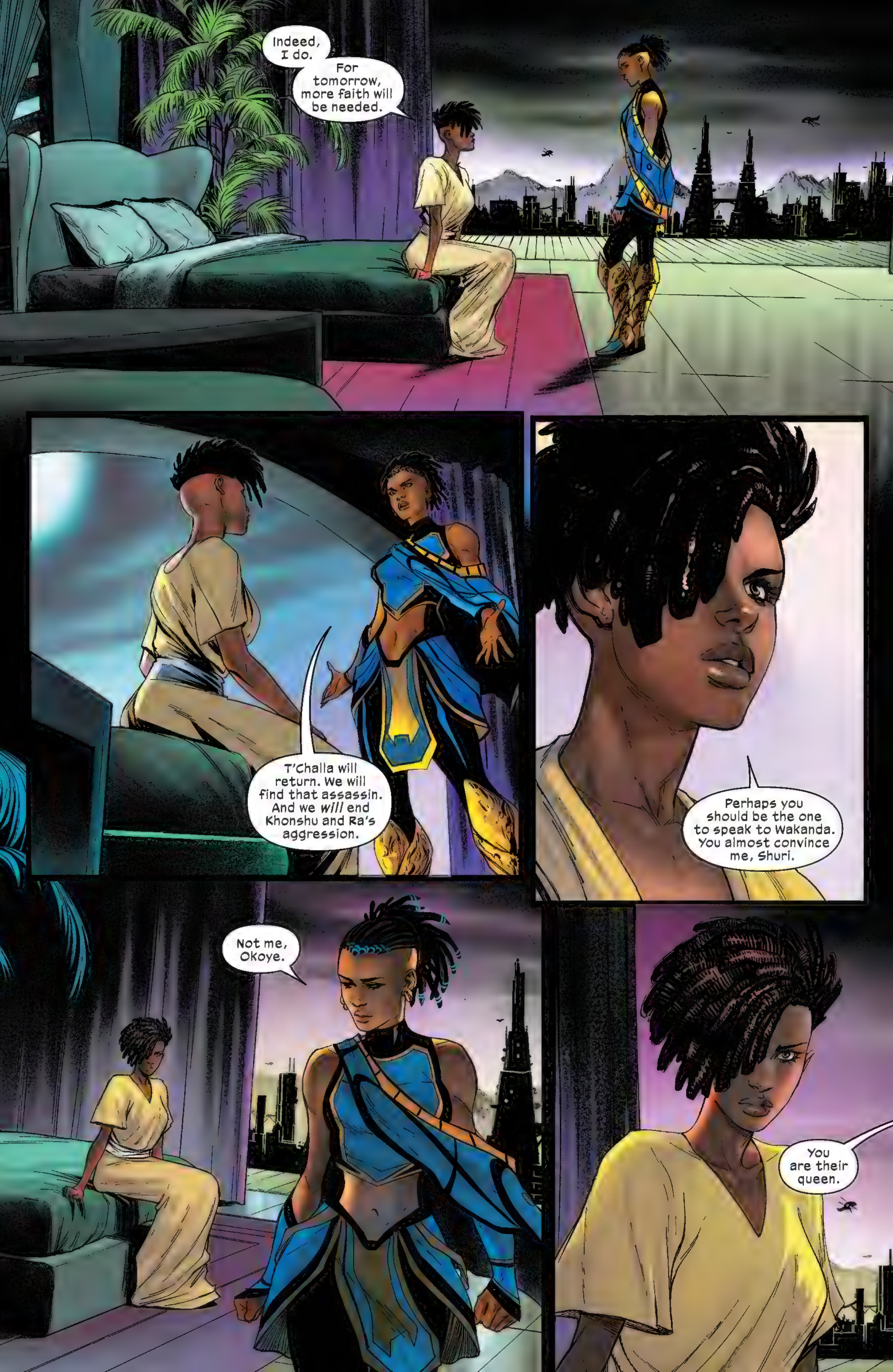
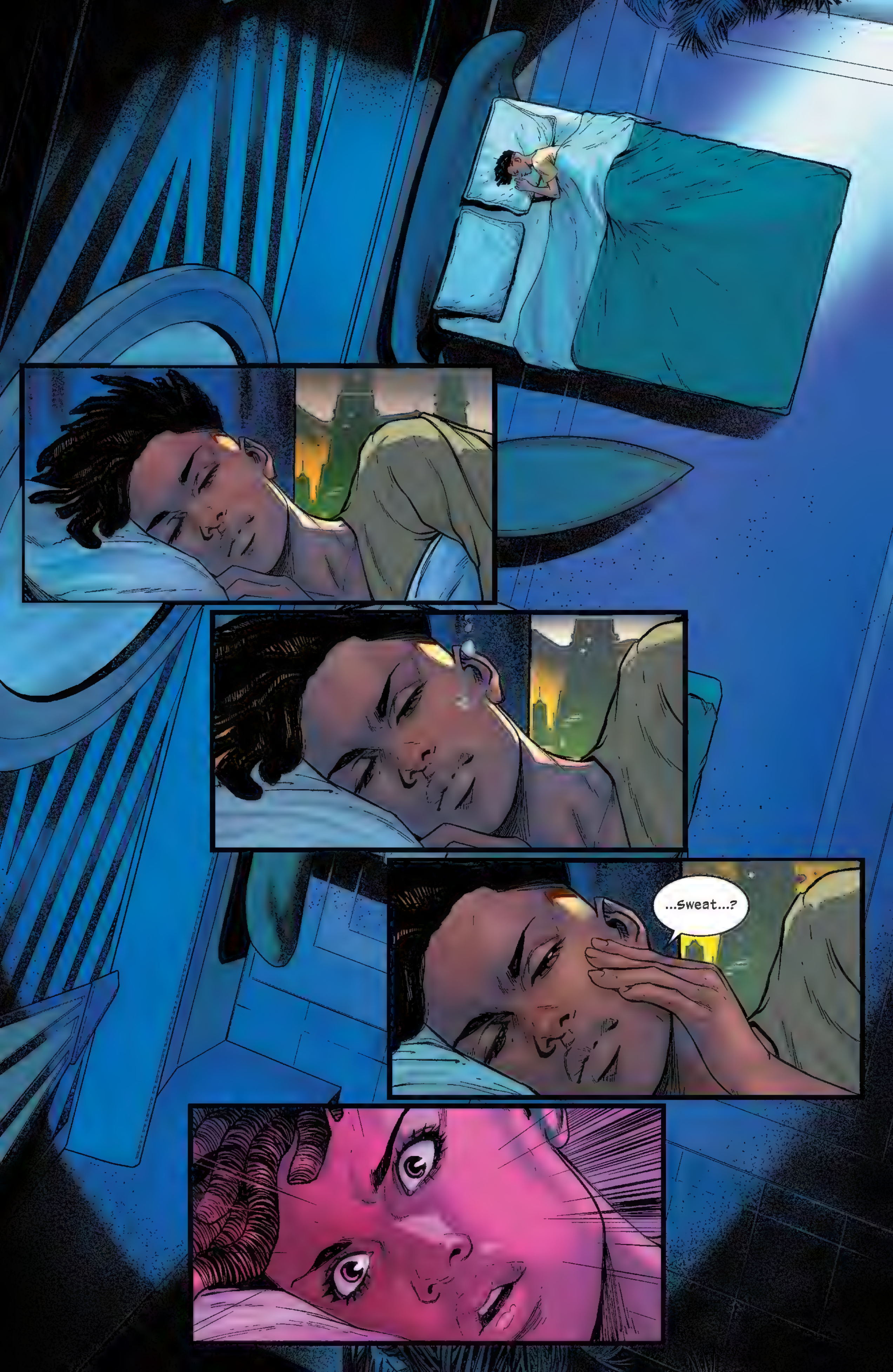
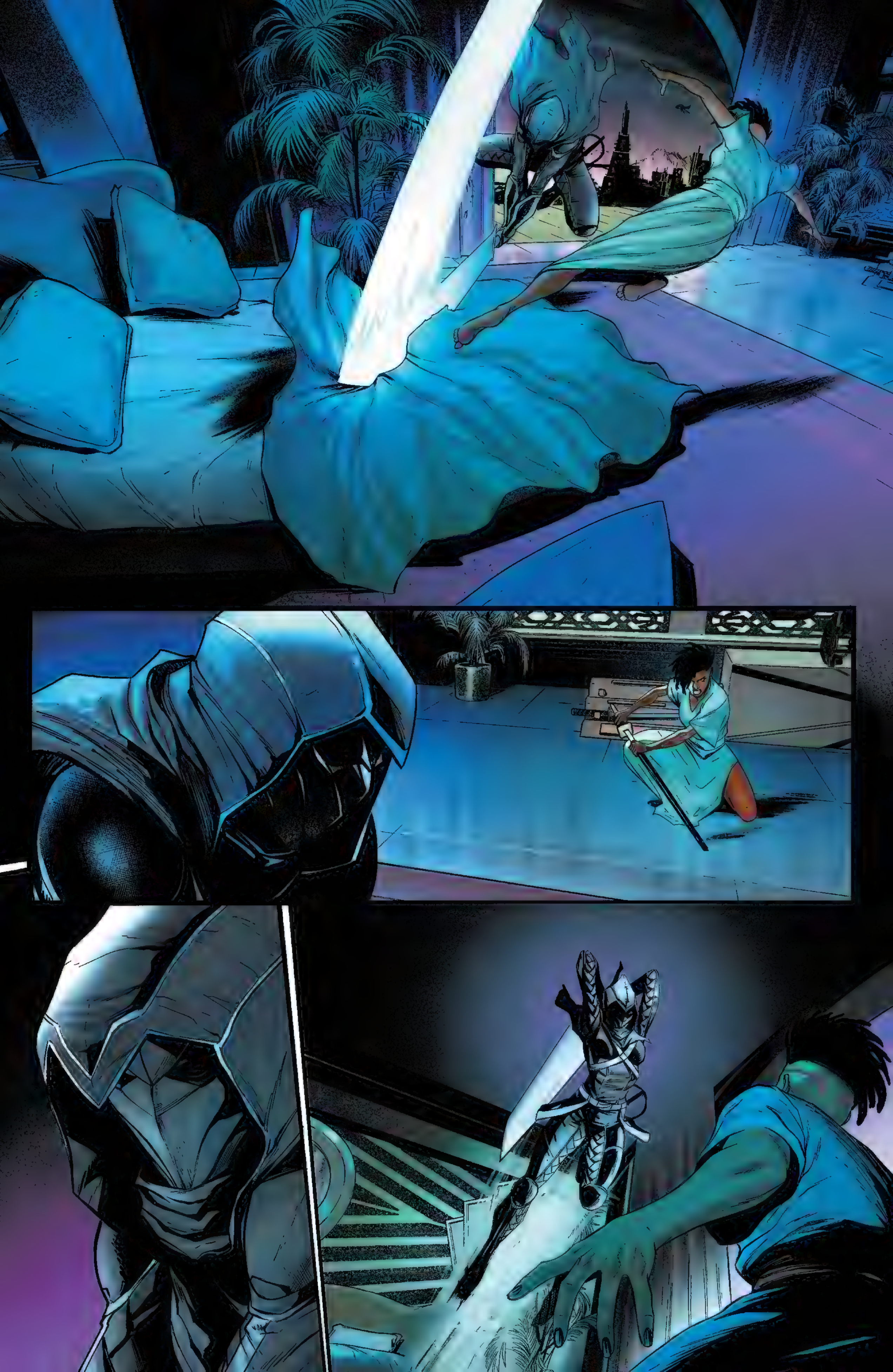

I have heard from our king.
Soon he will be back among us. He has *revelations.* About this war. About our enemies. About what they seek.
And how we can bring them humble before justice.
I know Wakanda has a fear it has not known for many generations.
The ones responsible for the death of our great King T'Chaka have yet to be found.
But do not lose faith. Do not make yourself accustomed to fear.
King T'Challa will come soon.
We must keep faith in his strength. We must be strong to receive him.

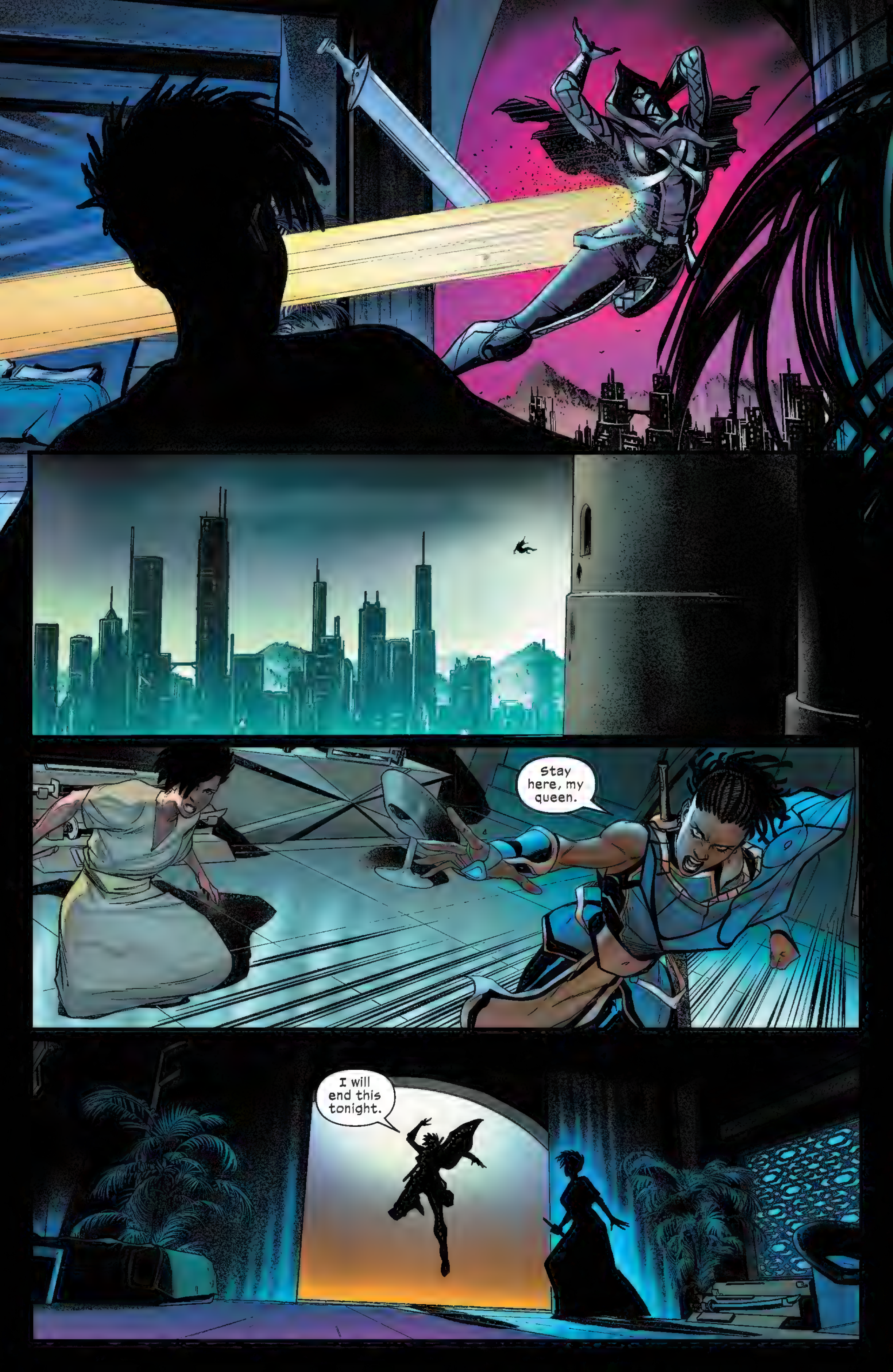

Wakanda forever!
FOREVER!
"You lied, my queen."

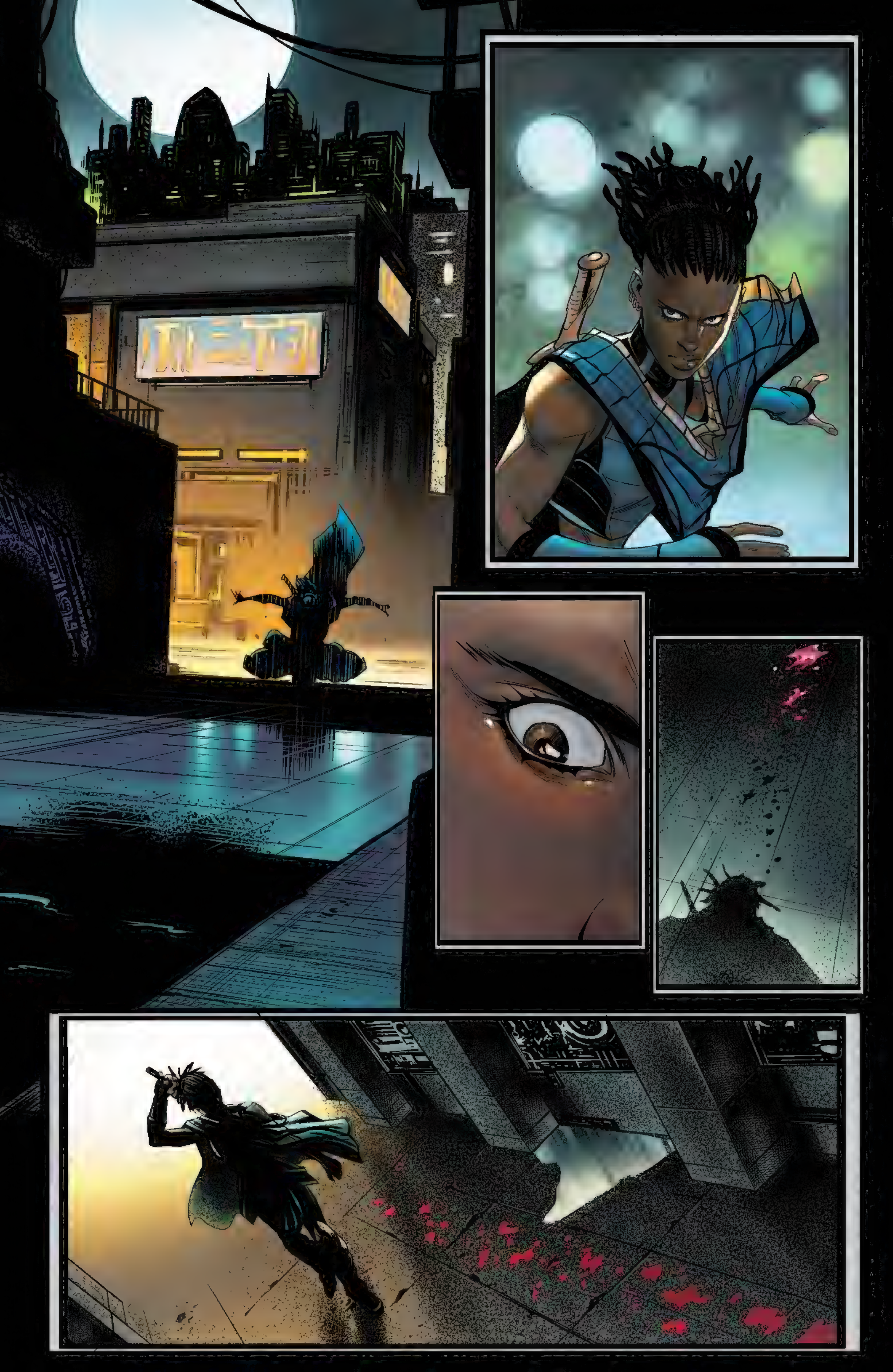

But I understand why.
I gave them what they needed, Shuri.
Faith.
Faith I do not have.
You have not gotten word from T'Challa in weeks.
But that does not mean he is dead.
I have no idea what it means. But we have Wakanda tightening like a rope, a knot clutching itself.
There are more spies among us. Every instinct I have says that is so.
We need to root them out.
I will.
And you need rest.

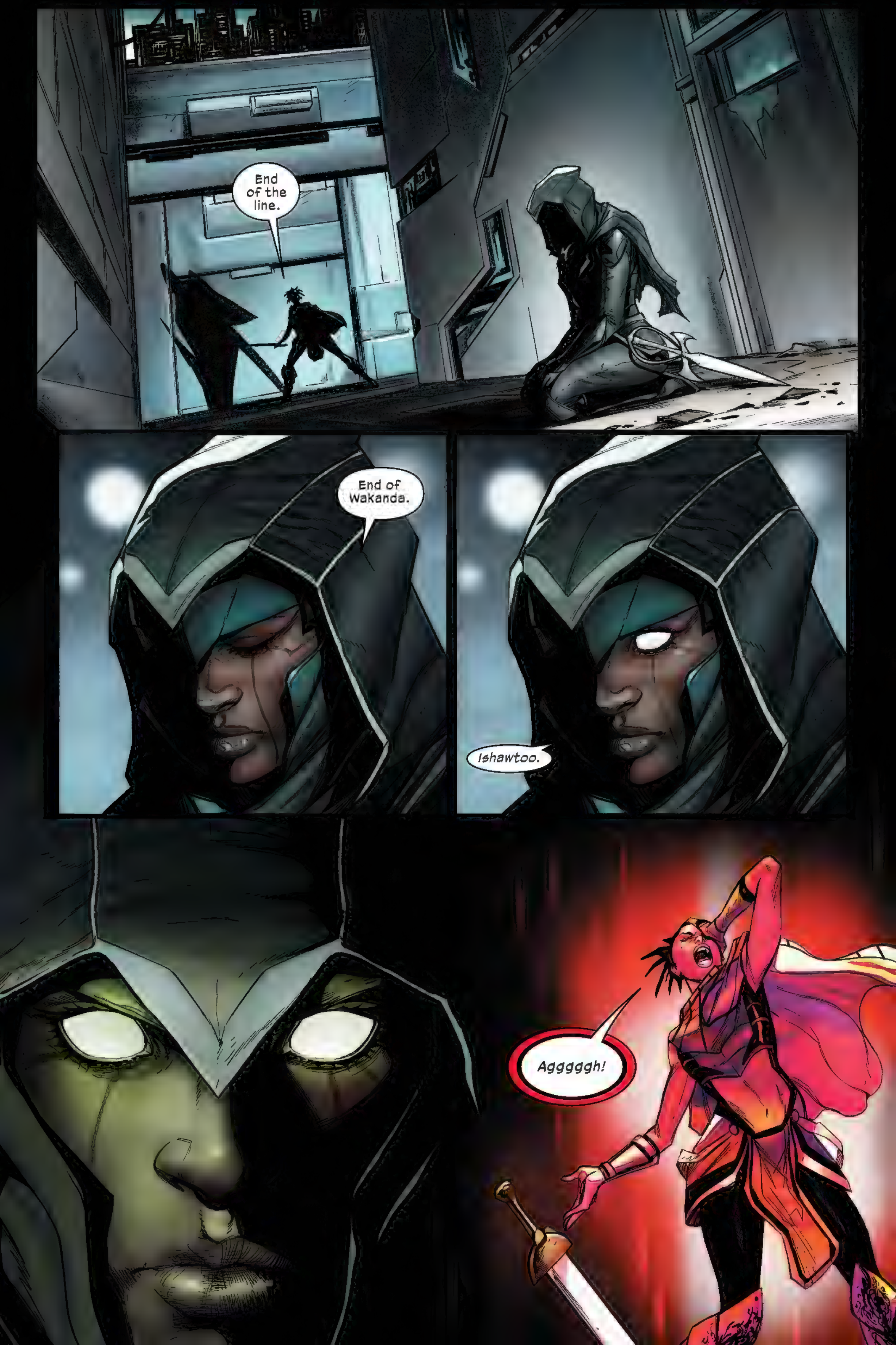

Indeed, I do.
For tomorrow, more faith will be needed.
T'Challa will return. We will find that assassin. And we *will* end Khonshu and Ra's aggression.
Perhaps you should be the one to speak to Wakanda. You almost convince me, Shuri.
Not me, Okoye.
You are their queen.

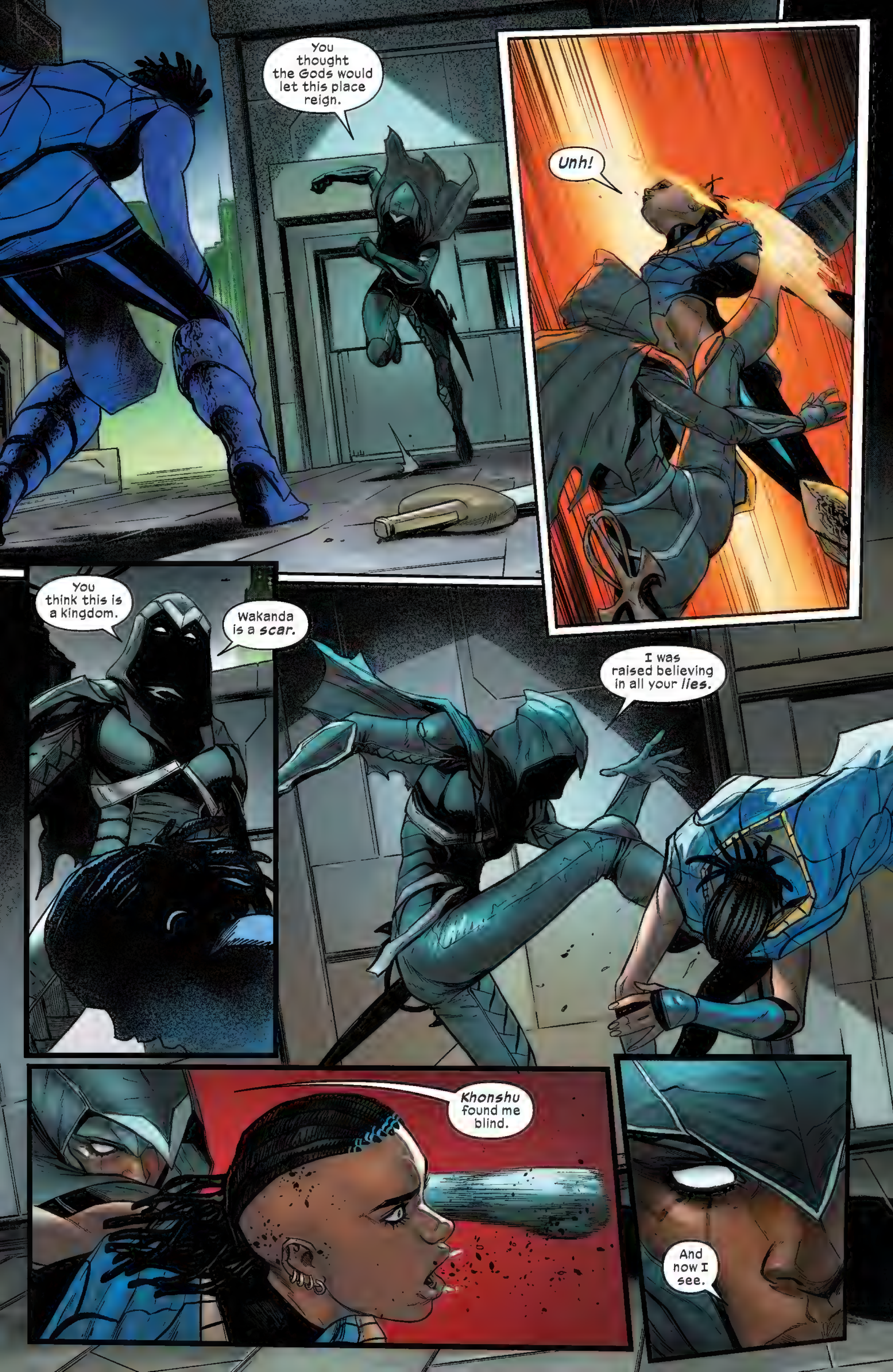

...Sweat...?

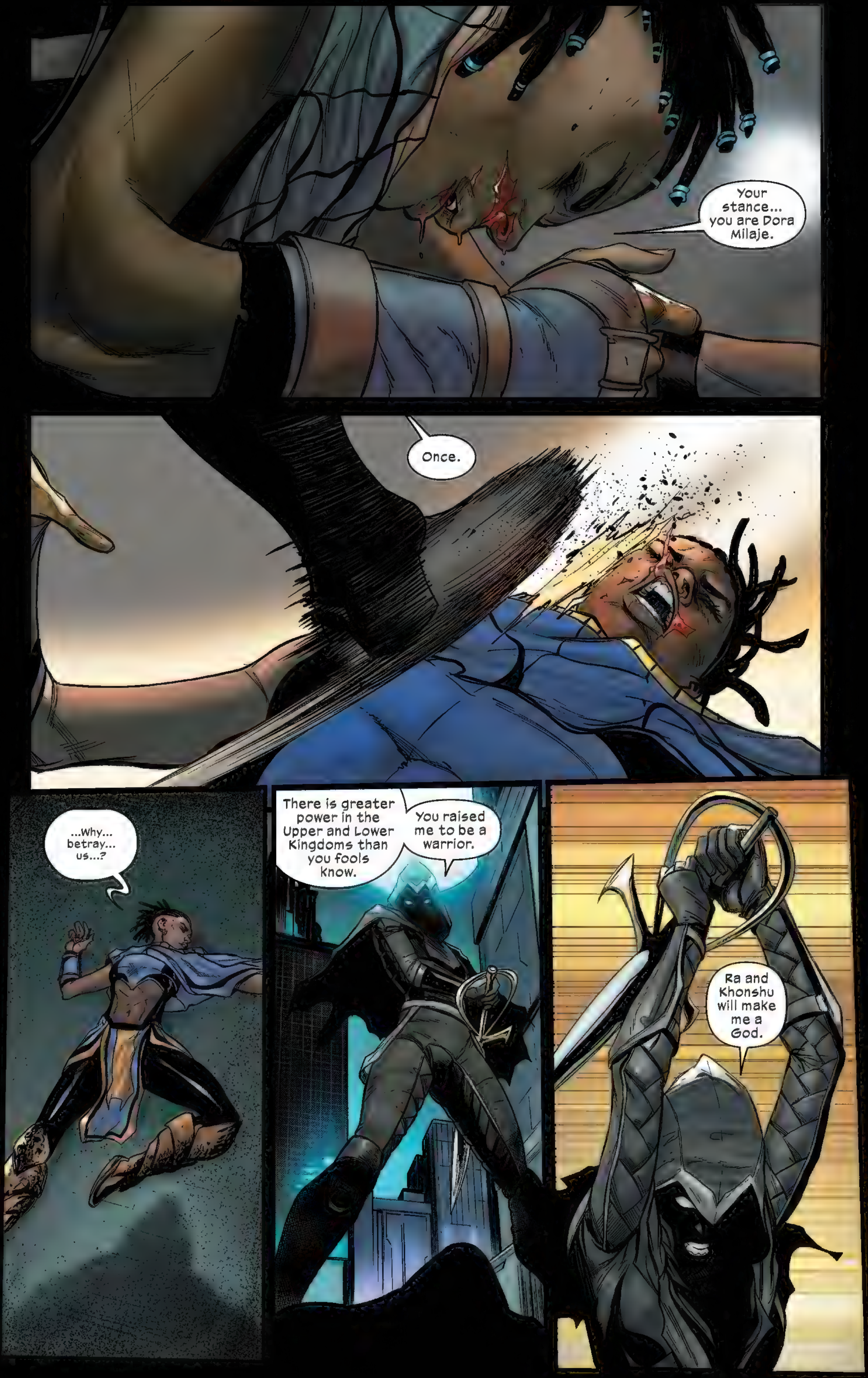


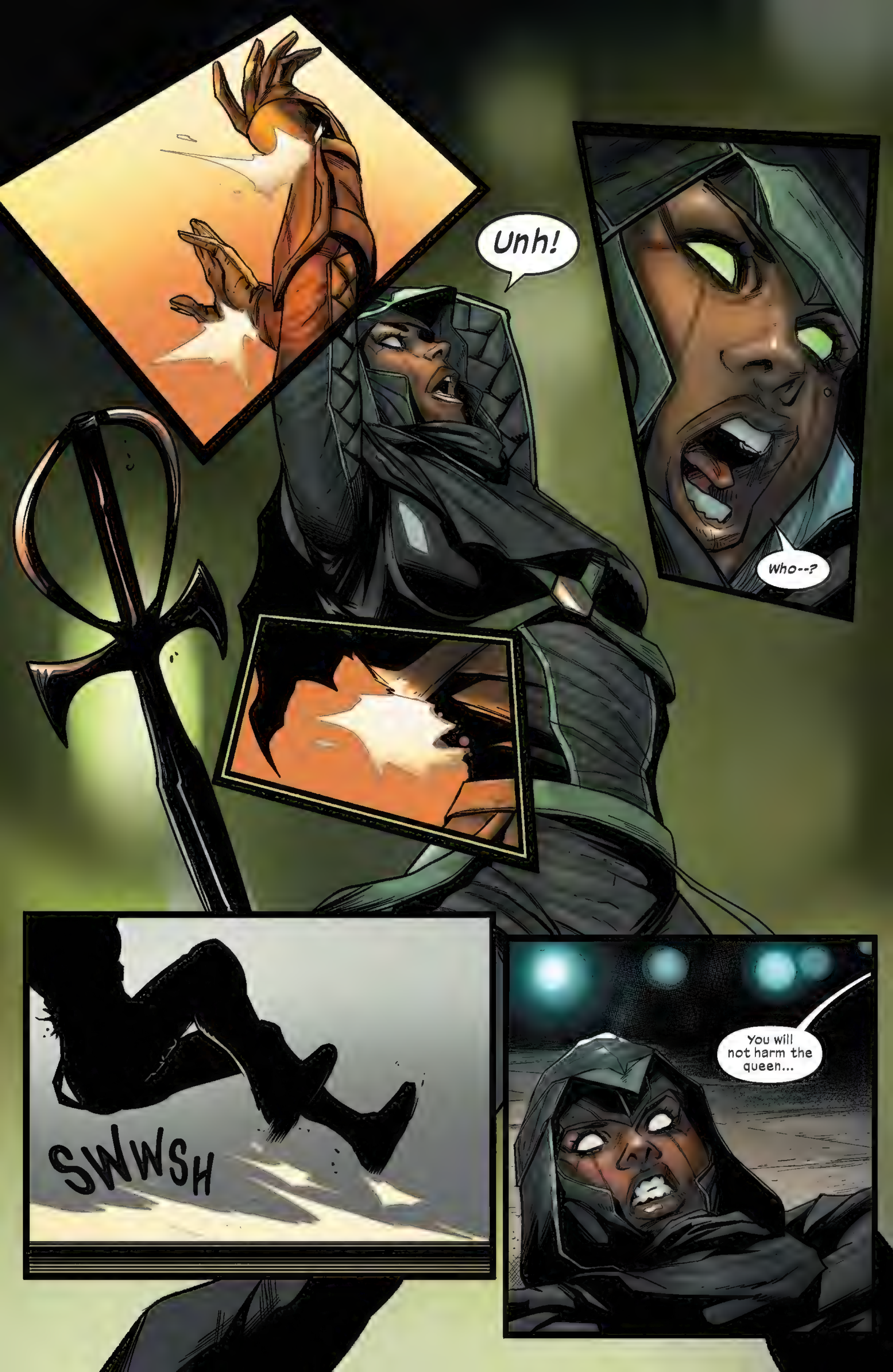

Stay here, my queen.
I will end this tonight.

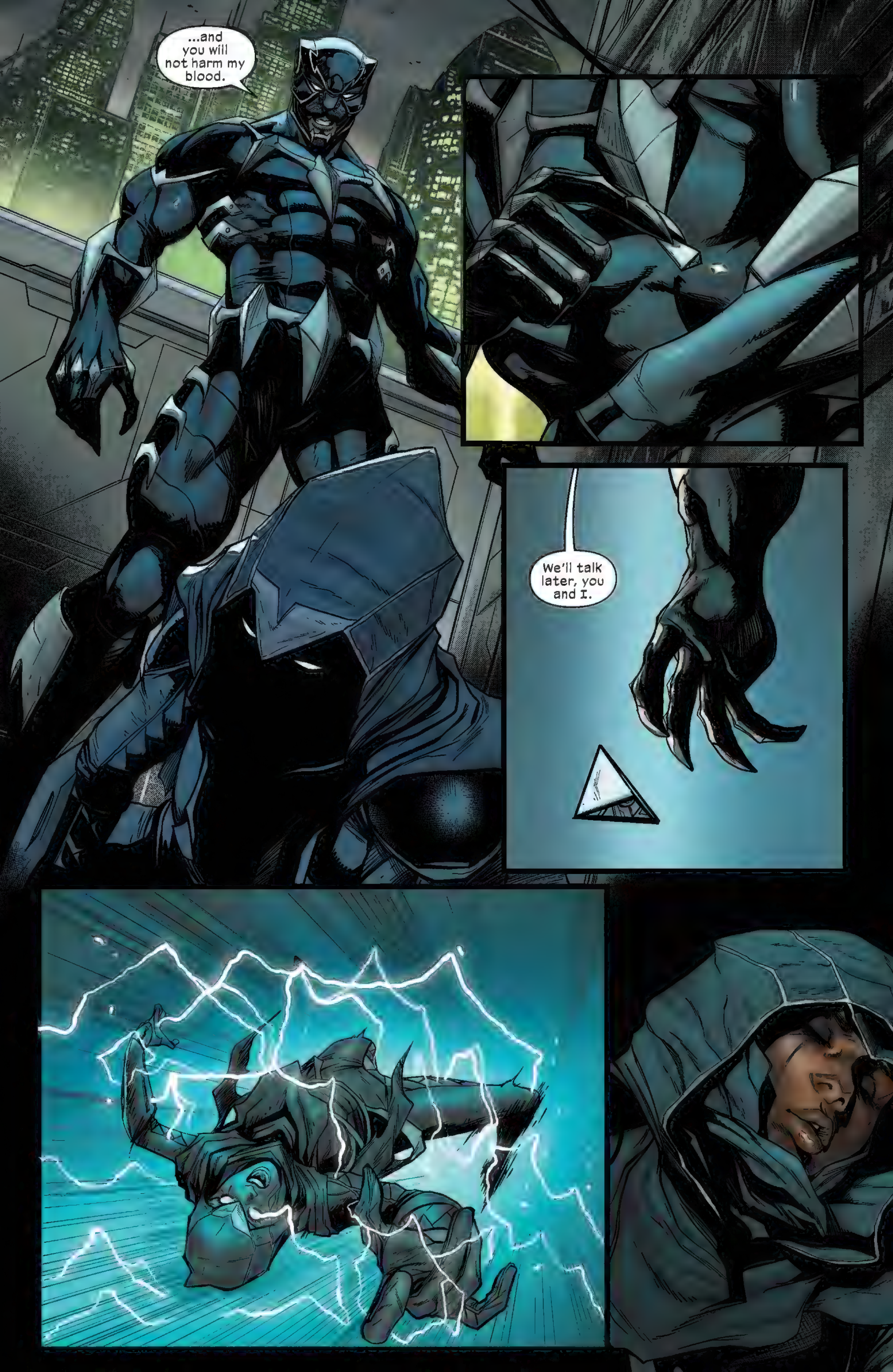


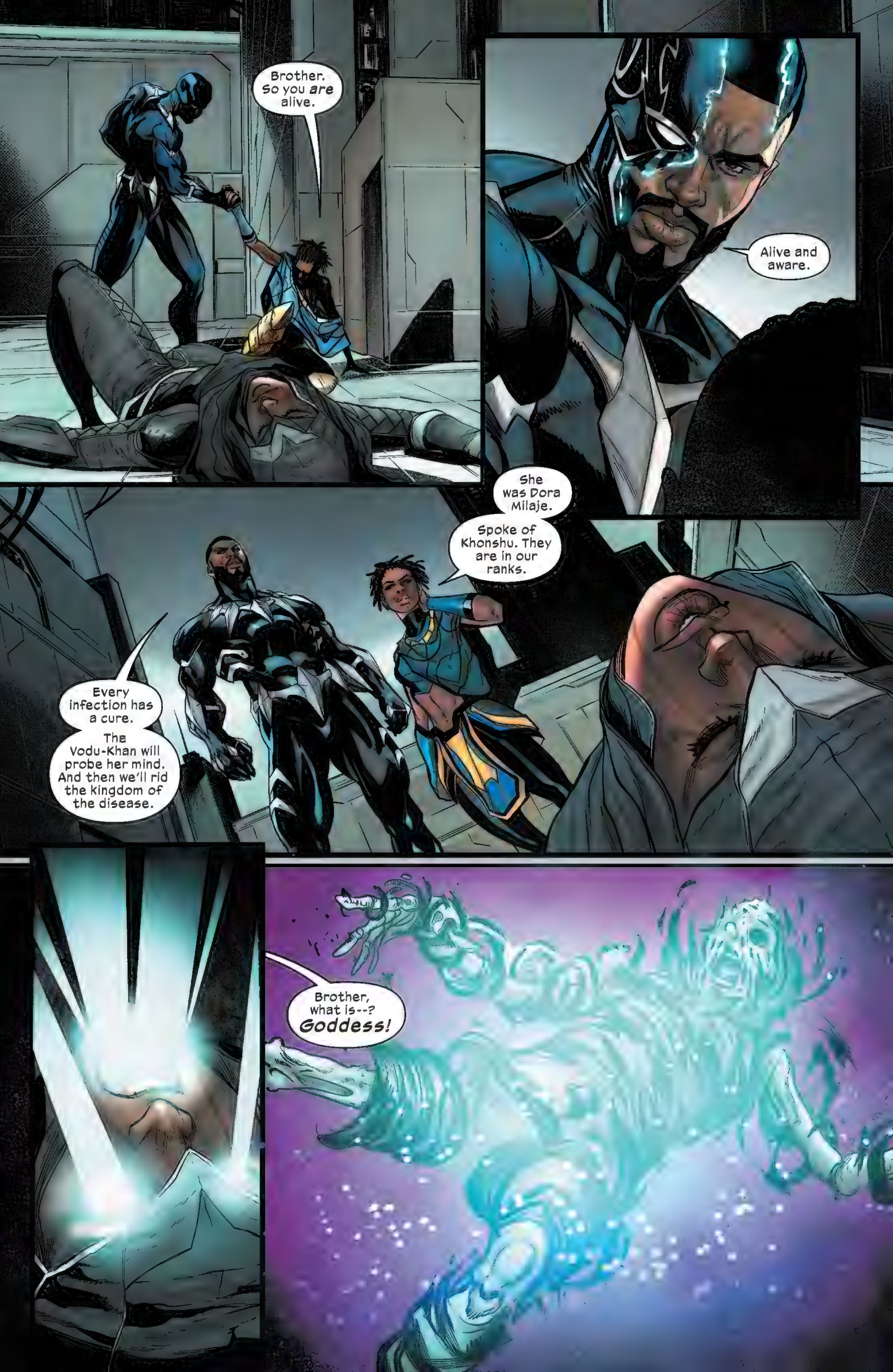

End of the line.
End of Wakanda.
Ishawtoo.
Agggggh!

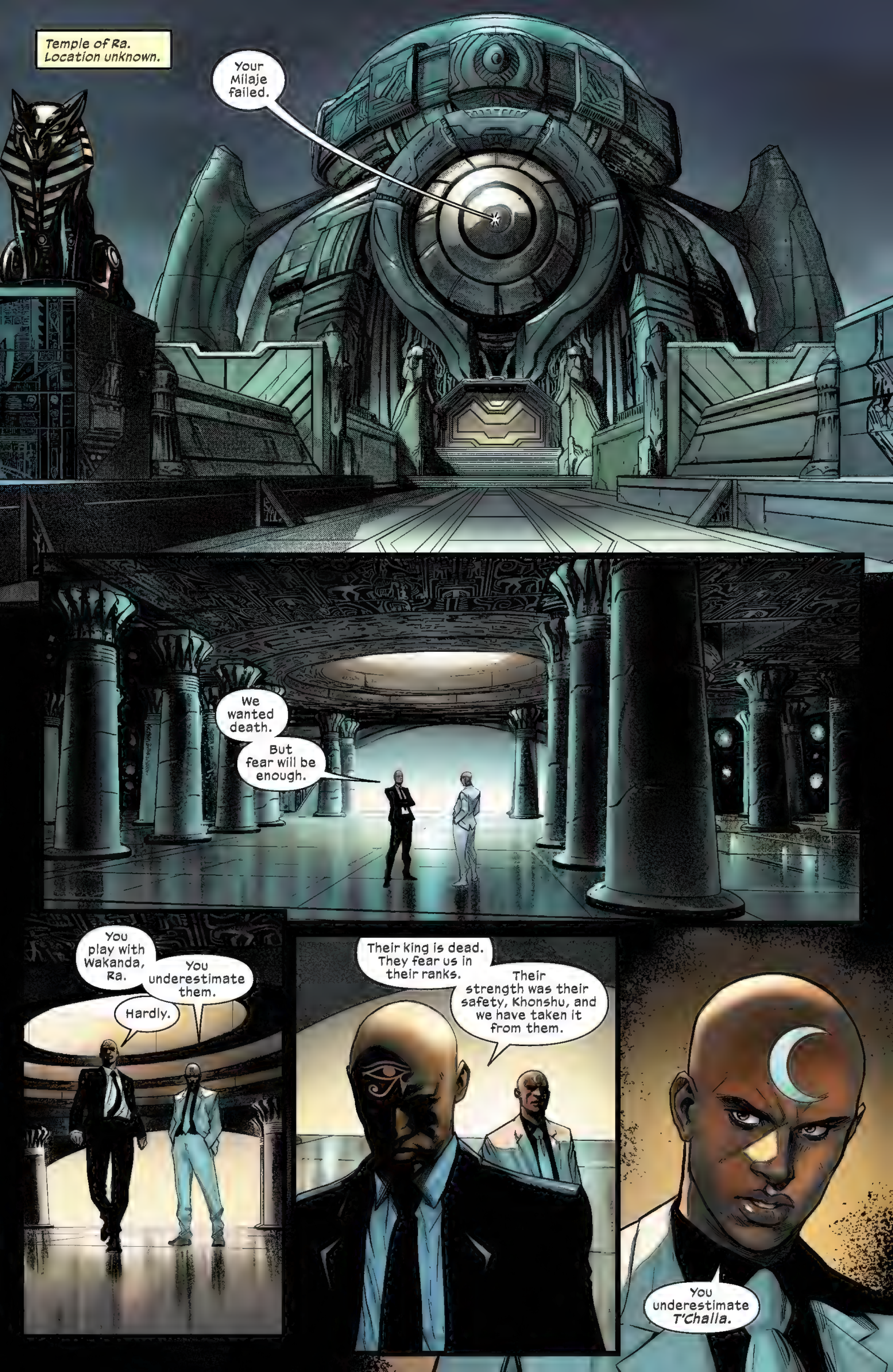

You thought the Gods would let this place reign.
Unh!
You think this is a kingdom.
Wakanda is a *scar.*
I was raised believing in all your *lies.*
Khonshu found me blind.
And now I see.

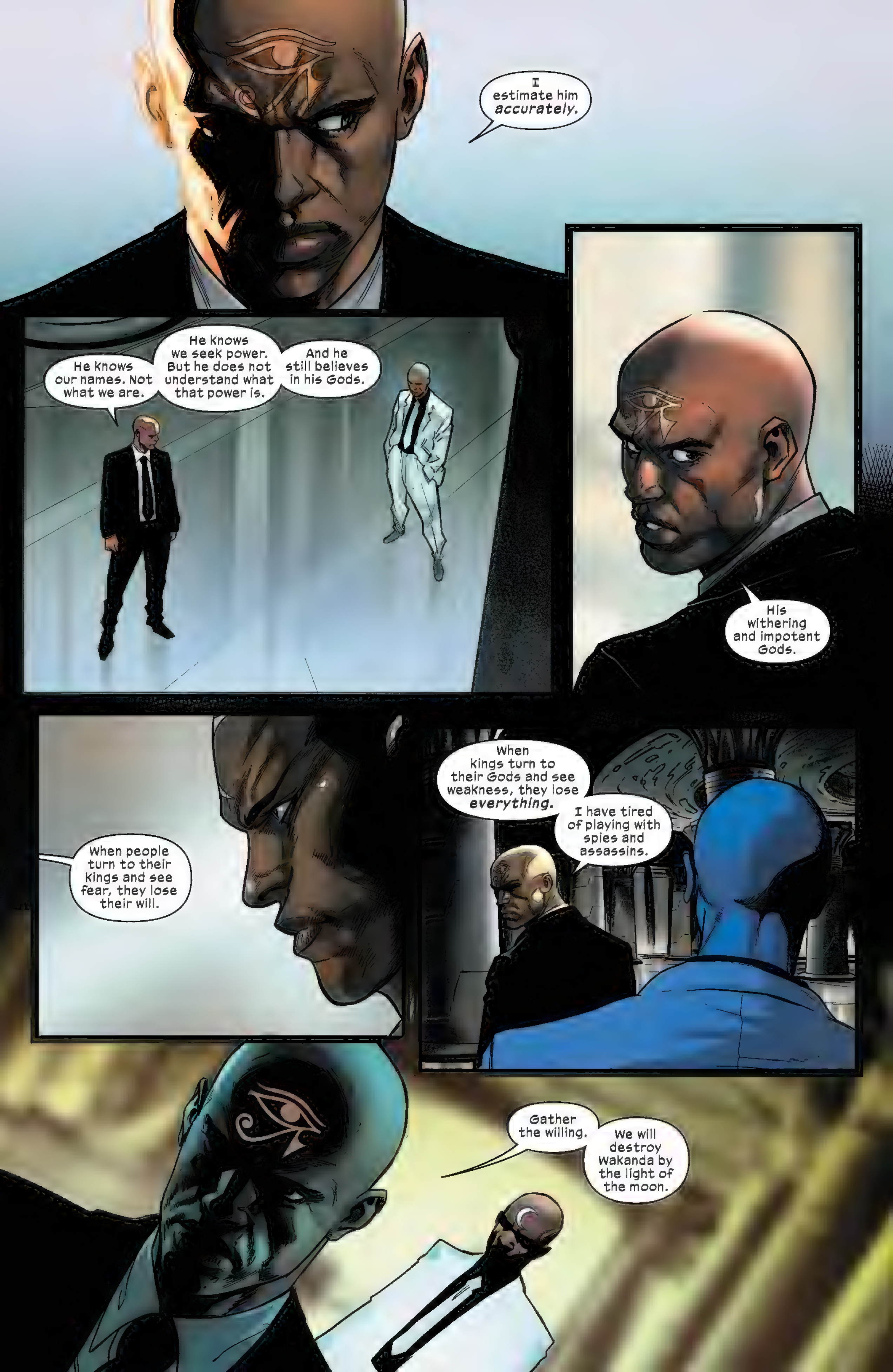

Your stance... you are Dora Milaje.
Once.
...Why... betray... us...?
There is greater power in the Upper and Lower Kingdoms than you fools know.
You raised me to be a warrior.
Ra and Khonshu will make me a God.

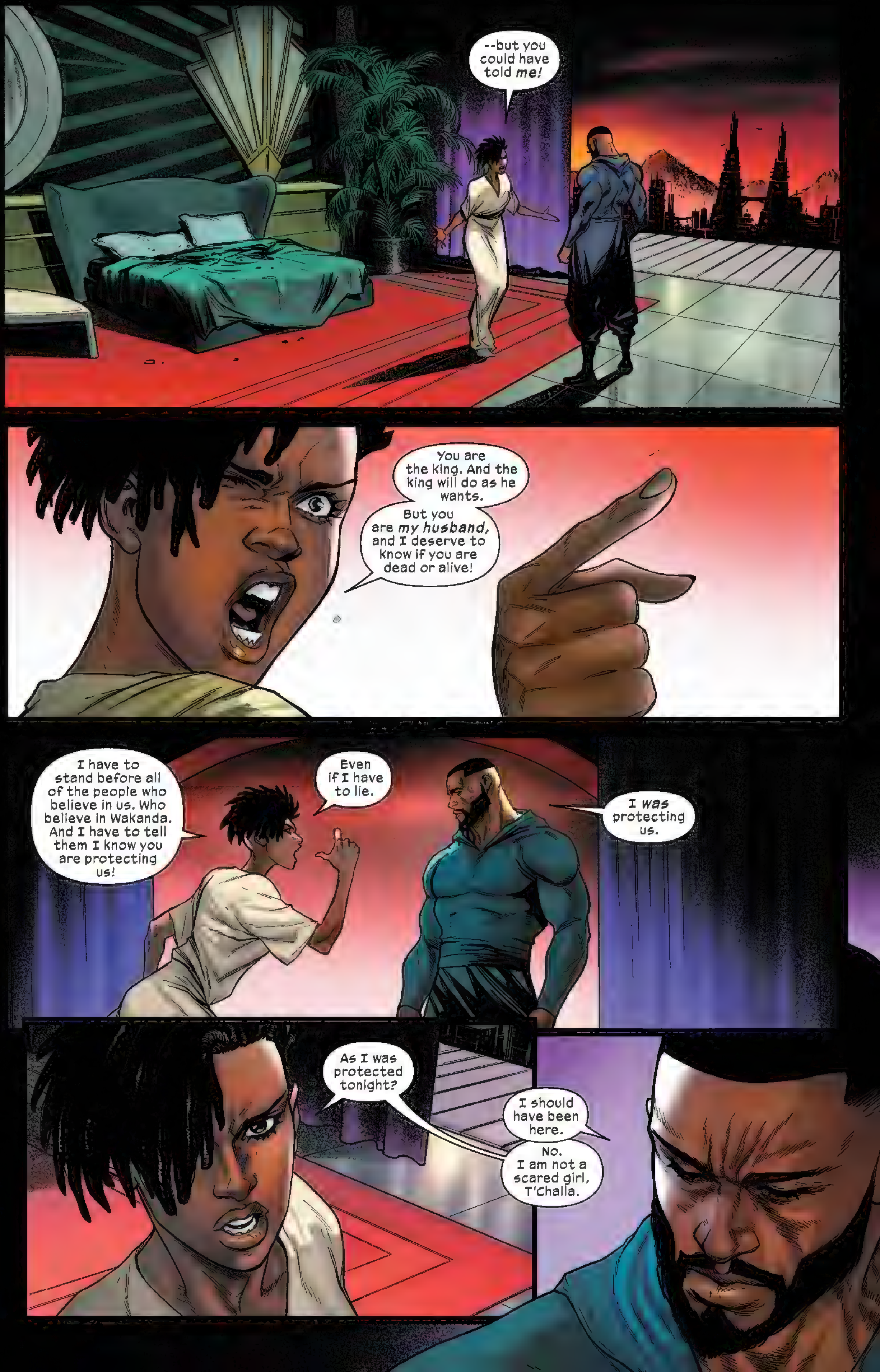

Unh!
Who--?
SWWSH
You will not harm the queen...

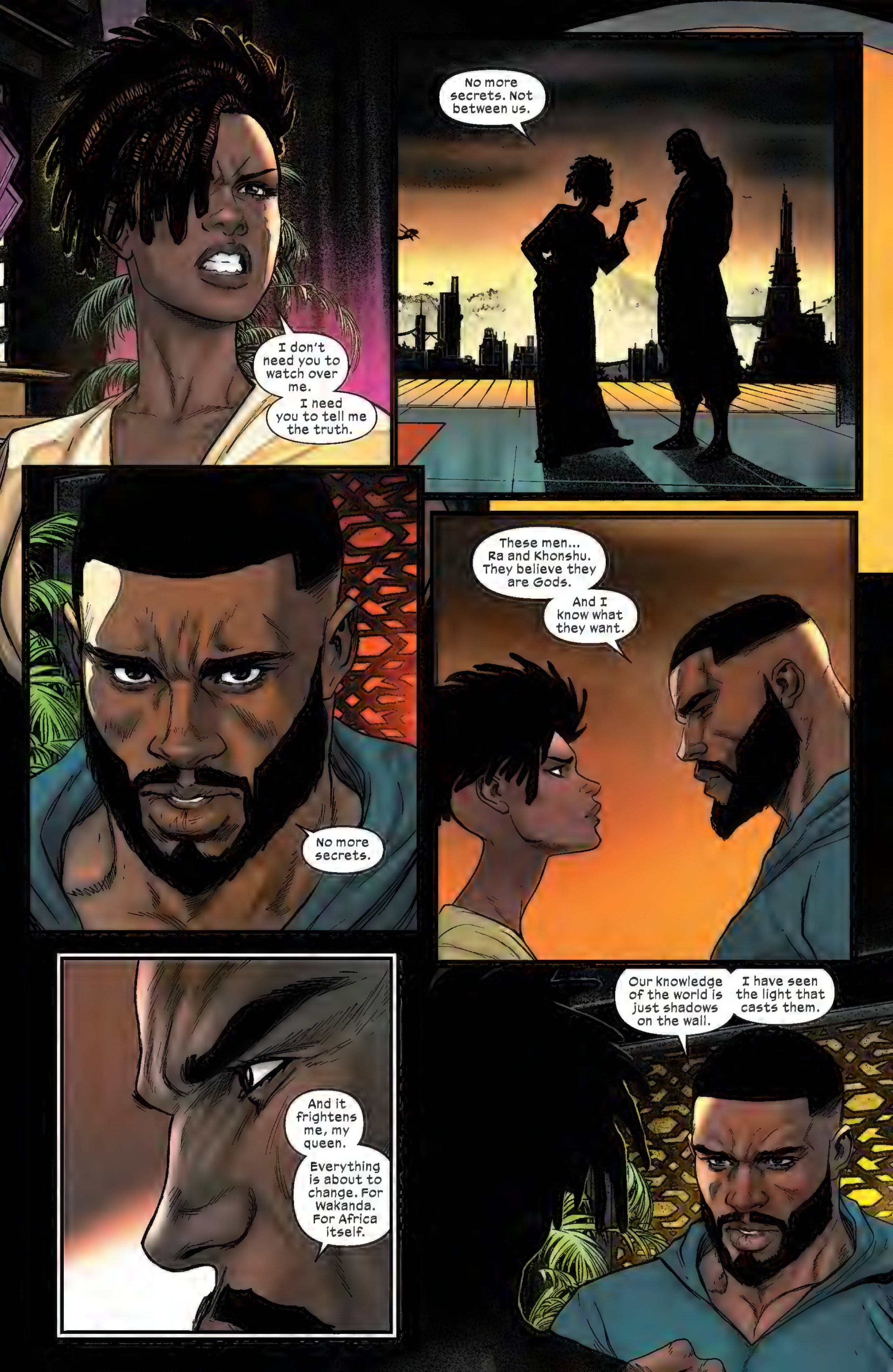

...and you will not harm my blood.
We'll talk later, you and I.

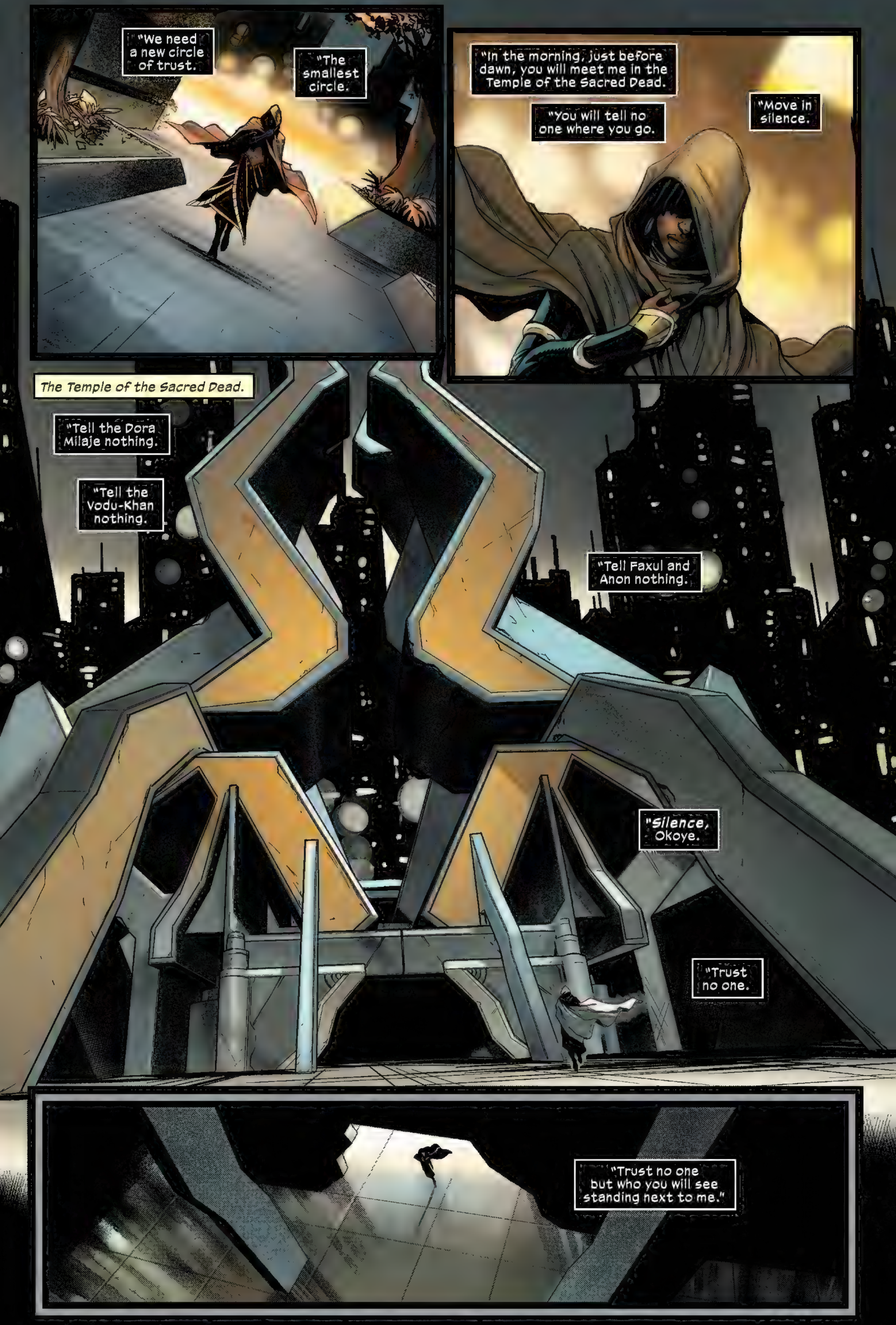

Brother. So you *are* alive.
Alive and aware.
She was Dora Milaje.
Spoke of Khonshu. They are in our ranks.
Every infection has a cure.
The Vodu-Khan will probe her mind. And then we'll rid the kingdom of the disease.
Brother, what is--? ***Goddess!***

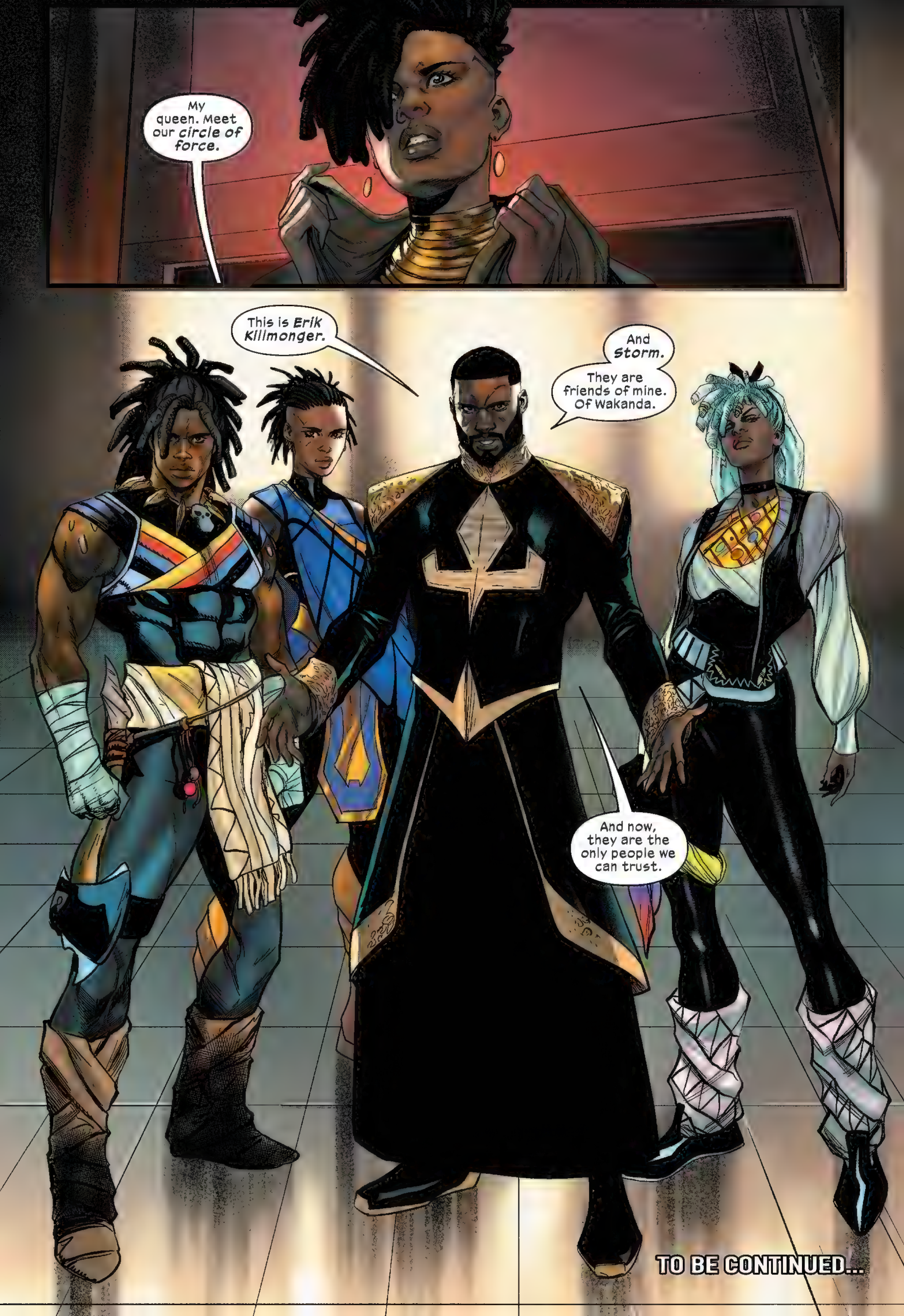

Temple of Ra.
Location unknown.
Your Milaje failed.
We wanted death.
But fear will be enough.
You play with Wakanda, Ra.
You underestimate them.
Hardly.
Their king is dead. They fear us in their ranks.
Their strength was their safety, Khonshu, and we have taken it from them.
You underestimate *T'Challa.*


I estimate him *accurately*.
He knows our names. Not what we are.
He knows we seek power. But he does not understand what that power is.
And he still believes in his Gods.
His withering and impotent Gods.
When people turn to their kings and see fear, they lose their will.
When kings turn to their Gods and see weakness, they lose *everything*.
I have tired of playing with spies and assassins.
Gather the willing.
We will destroy Wakanda by the light of the moon.


--but you could have told *me!*
You are the king. And the king will do as he wants.
But you are *my husband,* and I deserve to know if you are dead or alive!
I have to stand before all of the people who believe in us. Who believe in Wakanda. And I have to tell them I know you are protecting us!
Even if I have to lie.
I *was* protecting us.
As I was protected tonight?
I should have been here.
No. I am not a scared girl, T'Challa.


I don't need you to watch over me.
I need you to tell me the truth.
No more secrets. Not between us.
No more secrets.
These men... Ra and Khonshu. They believe they are Gods.
And I know what they want.
And it frightens me, my queen.
Everything is about to change. For Wakanda. For Africa itself.
Our knowledge of the world is just shadows on the wall.
I have seen the light that casts them.


"We need a new circle of trust.
"The smallest circle.
"In the morning, just before dawn, you will meet me in the Temple of the Sacred Dead.
"You will tell no one where you go.
"Move in silence.
The Temple of the Sacred Dead.
"Tell the Dora Milaje nothing.
"Tell the Vodu-Khan nothing.
"Tell Faxul and Anon nothing.
"*Silence,* Okoye.
"Trust no one.
"Trust no one but who you will see standing next to me."


My queen. Meet our *circle of force.*
This is *Erik Killmonger.*
And *Storm.*
They are friends of mine. Of Wakanda.
And now, they are the only people we can trust.
TO BE CONTINUED...

NEXT

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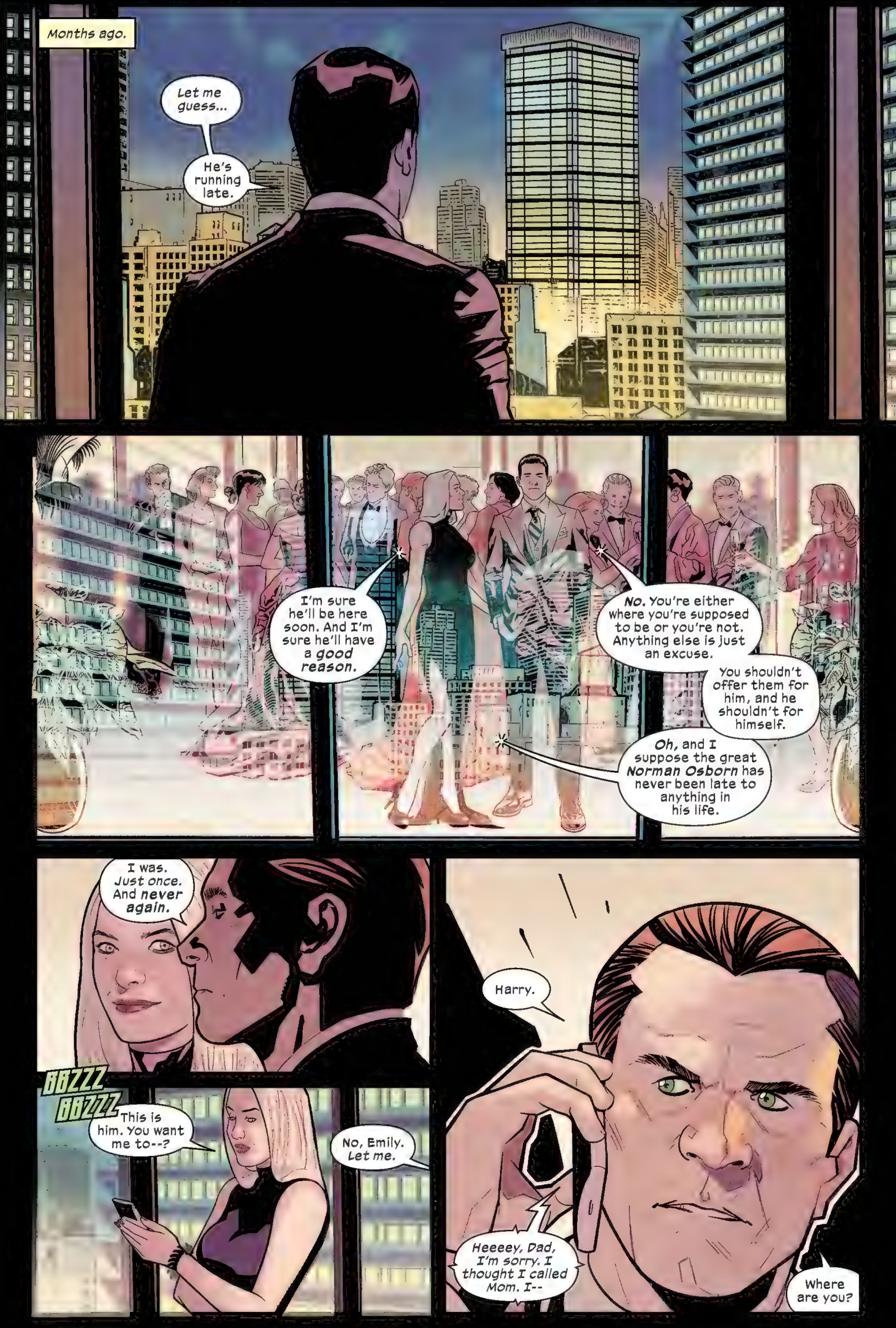
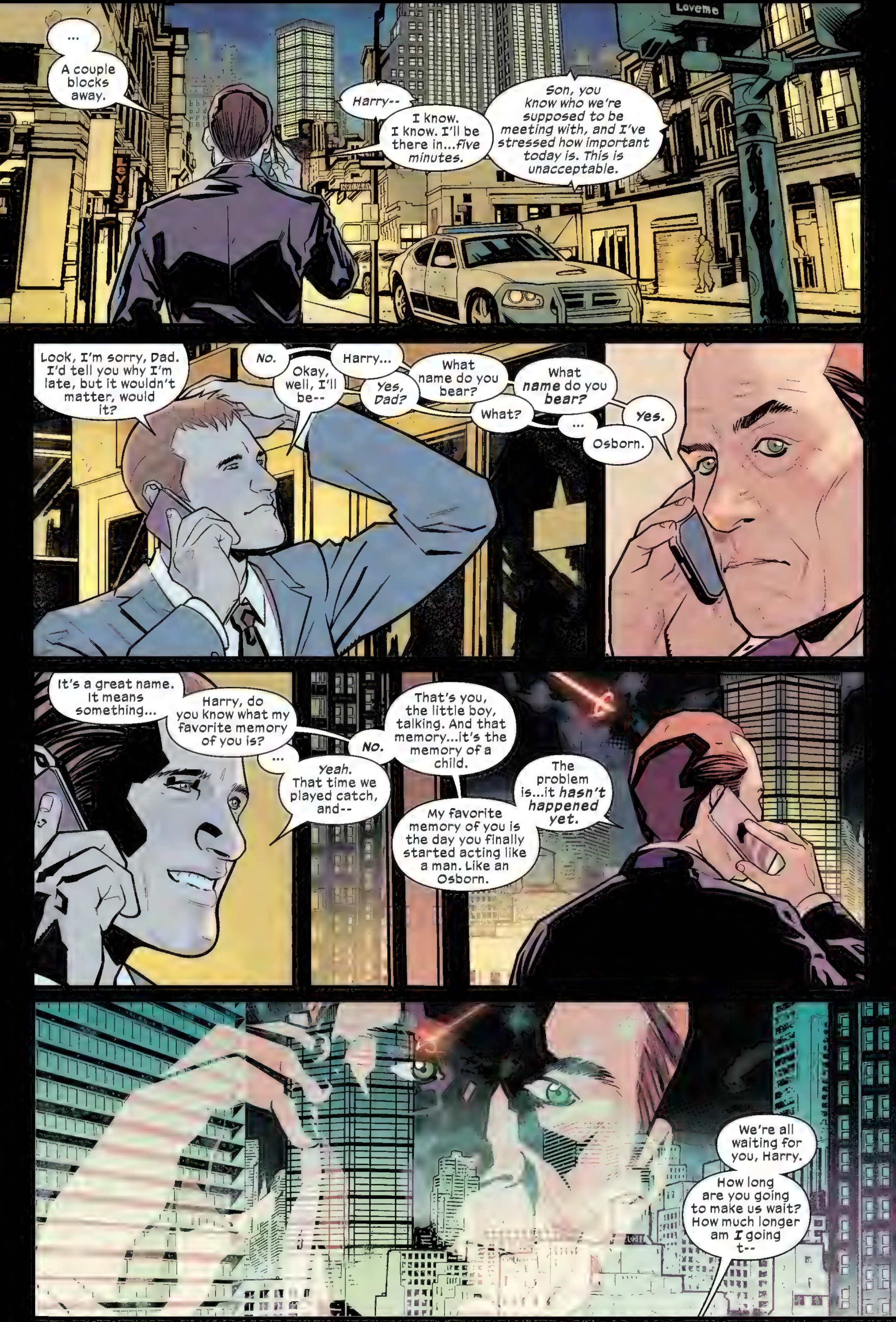
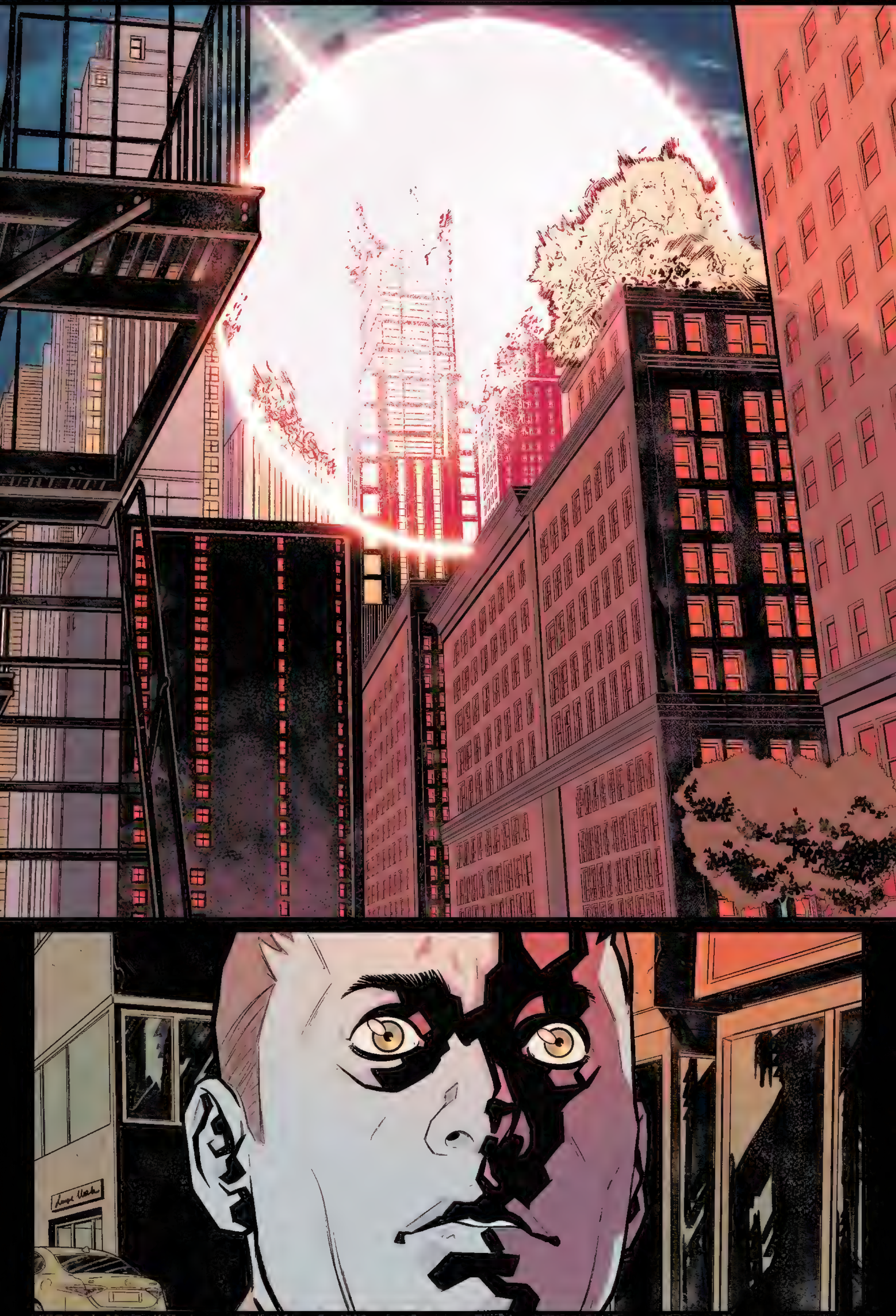
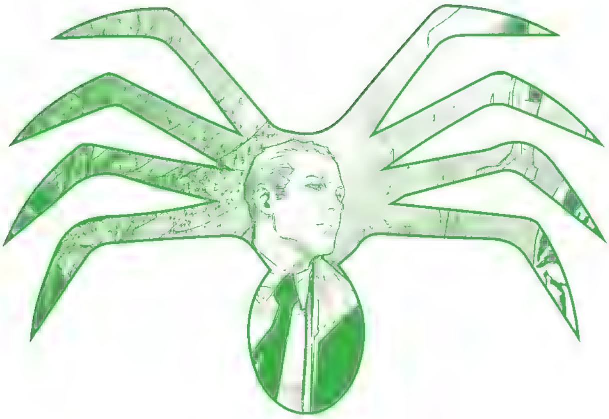

Months ago.
Let me guess...
He's running late.
I'm sure he'll be here soon. And I'm sure he'll have a *good reason.*
No. You're either where you're supposed to be or you're not. Anything else is just an excuse.
You shouldn't offer them for him, and he shouldn't for himself.
Oh, and I suppose the great *Norman Osborn* has never been late to anything in his life.
I was. *Just once.* And *never again.*
BBZZZ BBZZZ
This is him. You want me to--?
No, Emily. *Let me.*
Harry.
Heeeey, Dad, I'm sorry. I thought I called Mom. I--
Where are you?


...
A couple blocks away.
Loveme
Levi's
Broadway
Harry--
I know. I know. I'll be there in...five minutes.
Son, you know who we're supposed to be meeting with, and I've stressed how important today is. This is unacceptable.
Look, I'm sorry, Dad. I'd tell you why I'm late, but it wouldn't matter, would it?
No.
Okay, well, I'll be--
Harry...
Yes, Dad?
What name do you bear?
What?
What *name* do you *bear?*
...
Osborn.
Yes.
It's a great name. It means something...
Harry, do you know what my favorite memory of you is?
...
No.
Yeah. That time we played catch, and--
That's you, the little boy, talking. And that memory...it's the memory of a child.
My favorite memory of you is the day you finally started acting like a man. Like an Osborn.
The problem is...it *hasn't happened* yet.
We're all waiting for you, Harry.
How long are you going to make us wait? How much longer am *I* going t--





5

A diabolical genius known as **THE MAKER** created his ideal Earth by systematically preventing anyone from ever becoming a super hero. To rule his perfected Earth, he placed super villains in charge of different regions, and together, **THE MAKER'S COUNCIL** quietly orchestrated the history of the world. When **TONY STARK** discovered the true history of the world, the Maker's Council perpetrated a terrible attack on New York City in Stark's name.

Two of the victims in that attack were **NORMAN OSBORN**, C.E.O. of **OSCORP**, and his wife, **EMILY**. And now their son, **HARRY OSBORN**, is about to learn the truth of the world himself in a quest for justice along the way, eventually leading him to a masked vigilante named **PETER PARKER**...

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COLOR ARTIST: **MATTHEW WILSON**
LETTERERS: **VC's CORY PETIT & VC's JOE SABINO**
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EDITOR IN CHIEF: **C.B. CEBULSKI**

SPIDER-MAN CREATED BY **STAN LEE** & **STEVE DITKO**

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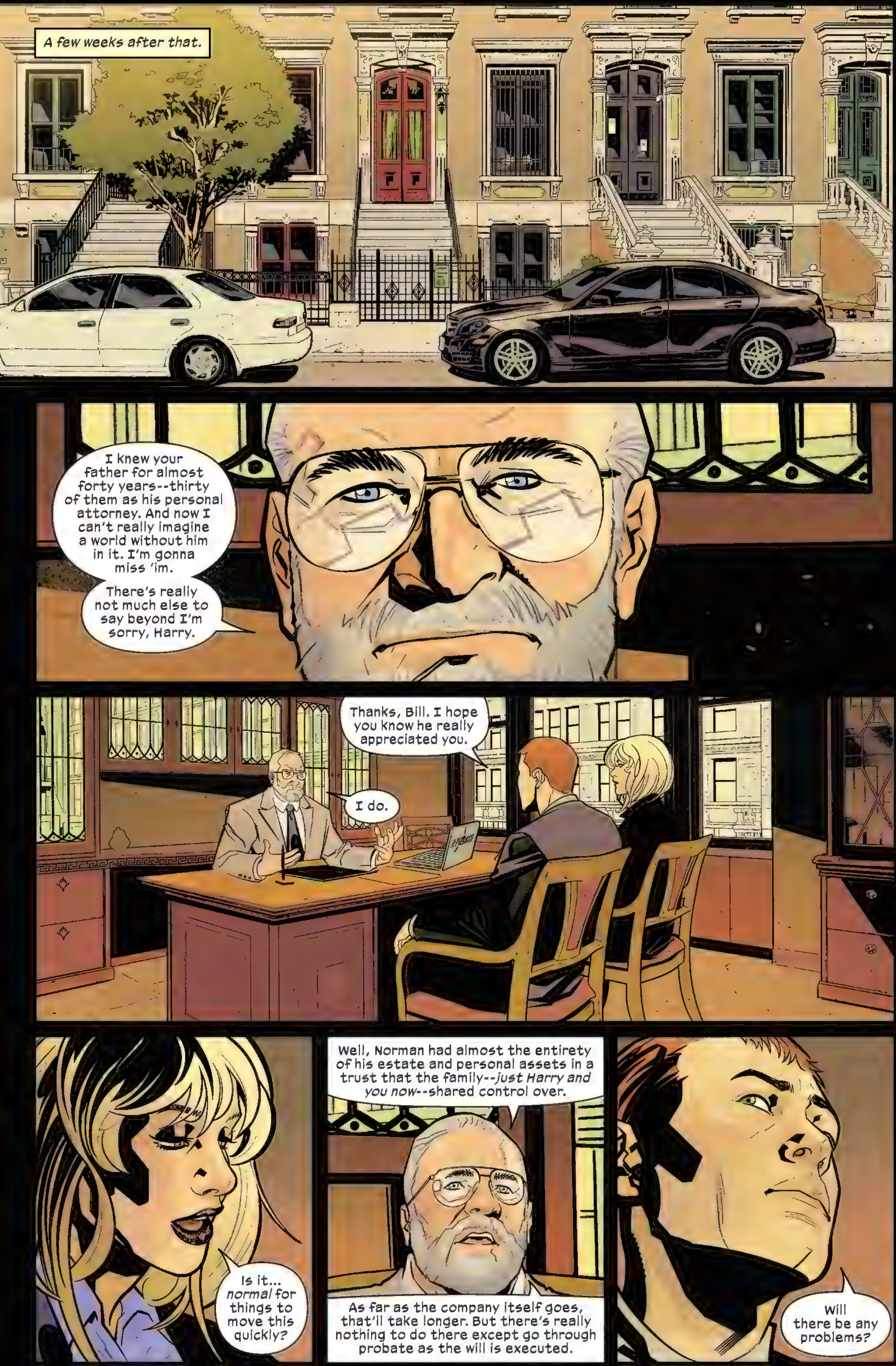
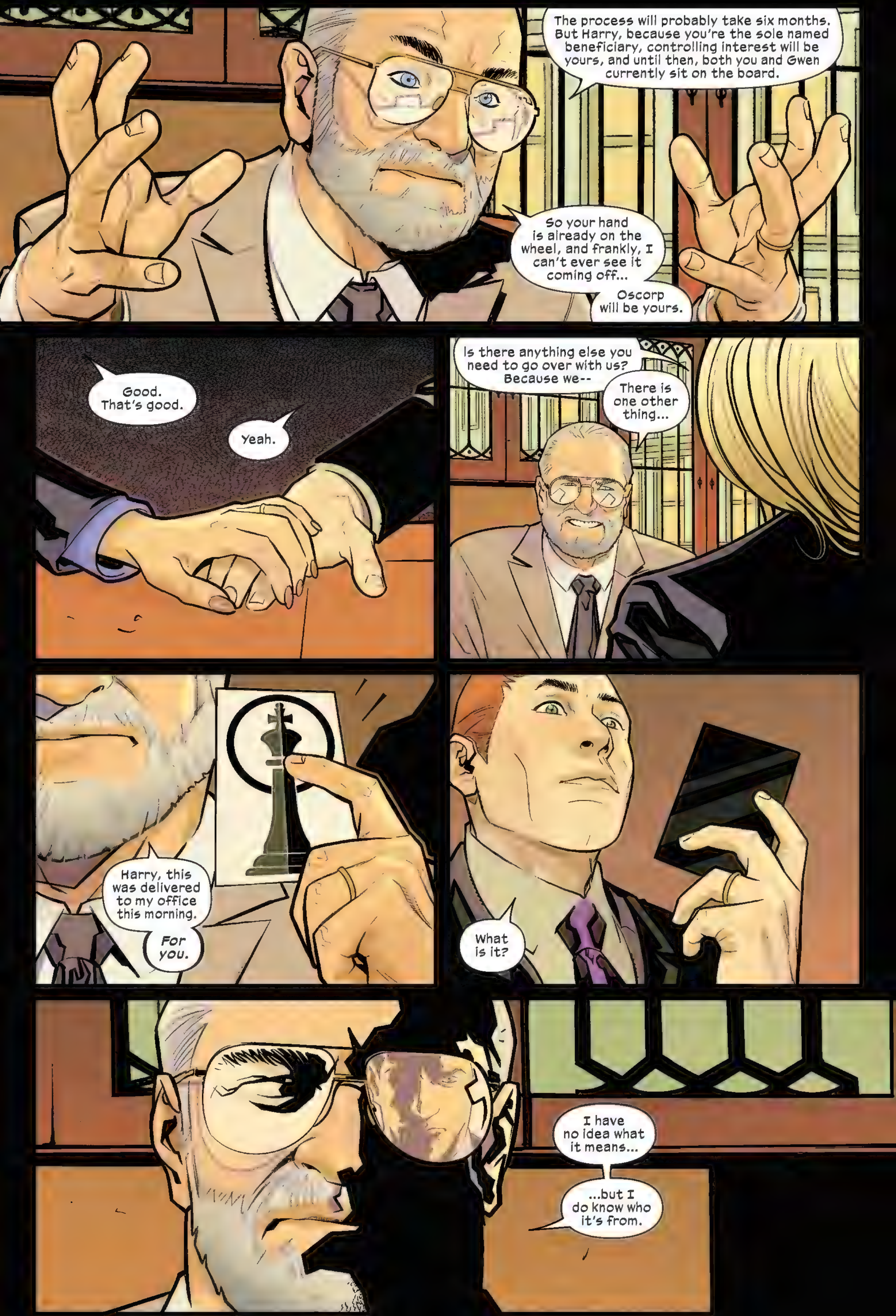
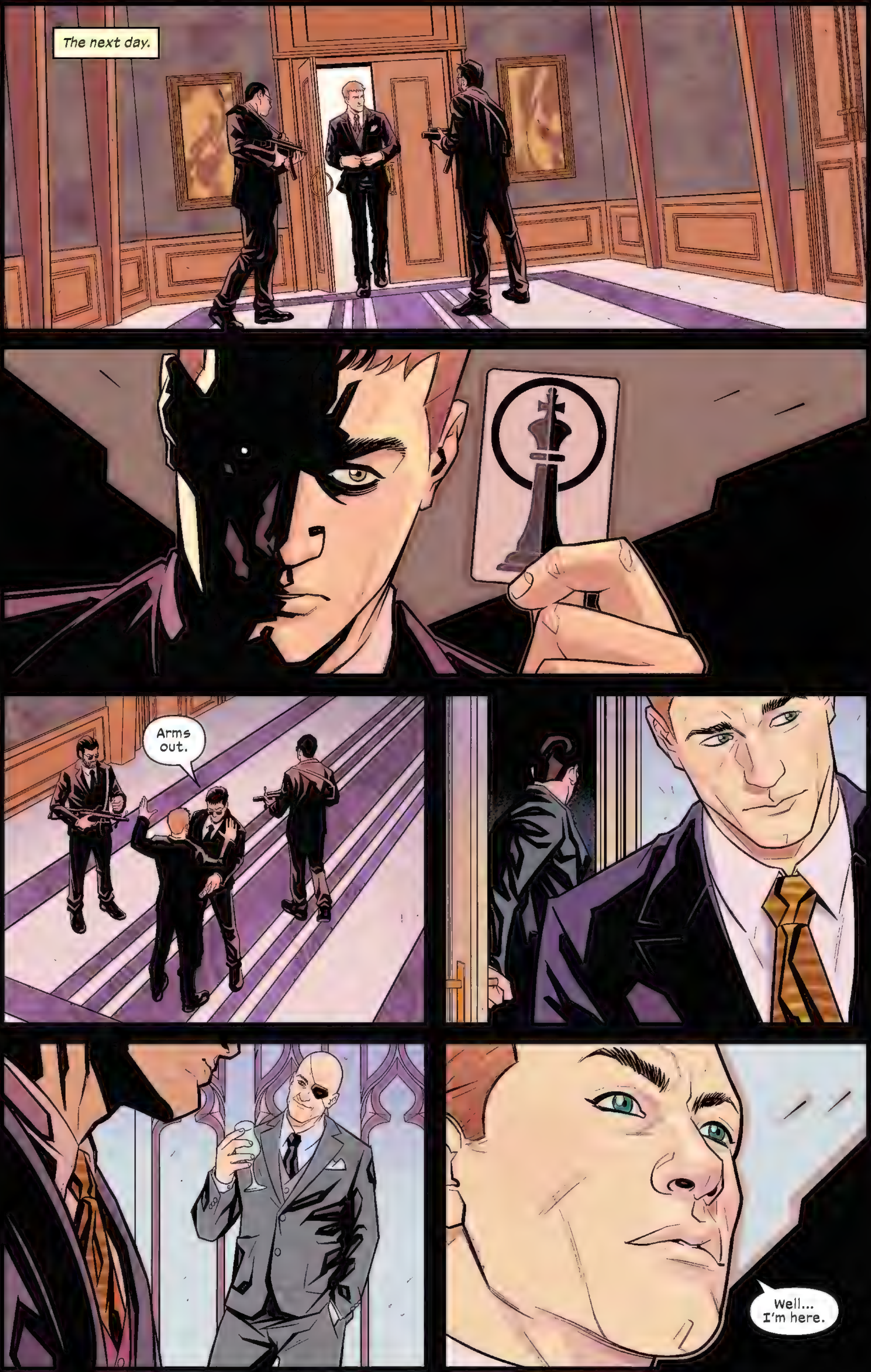
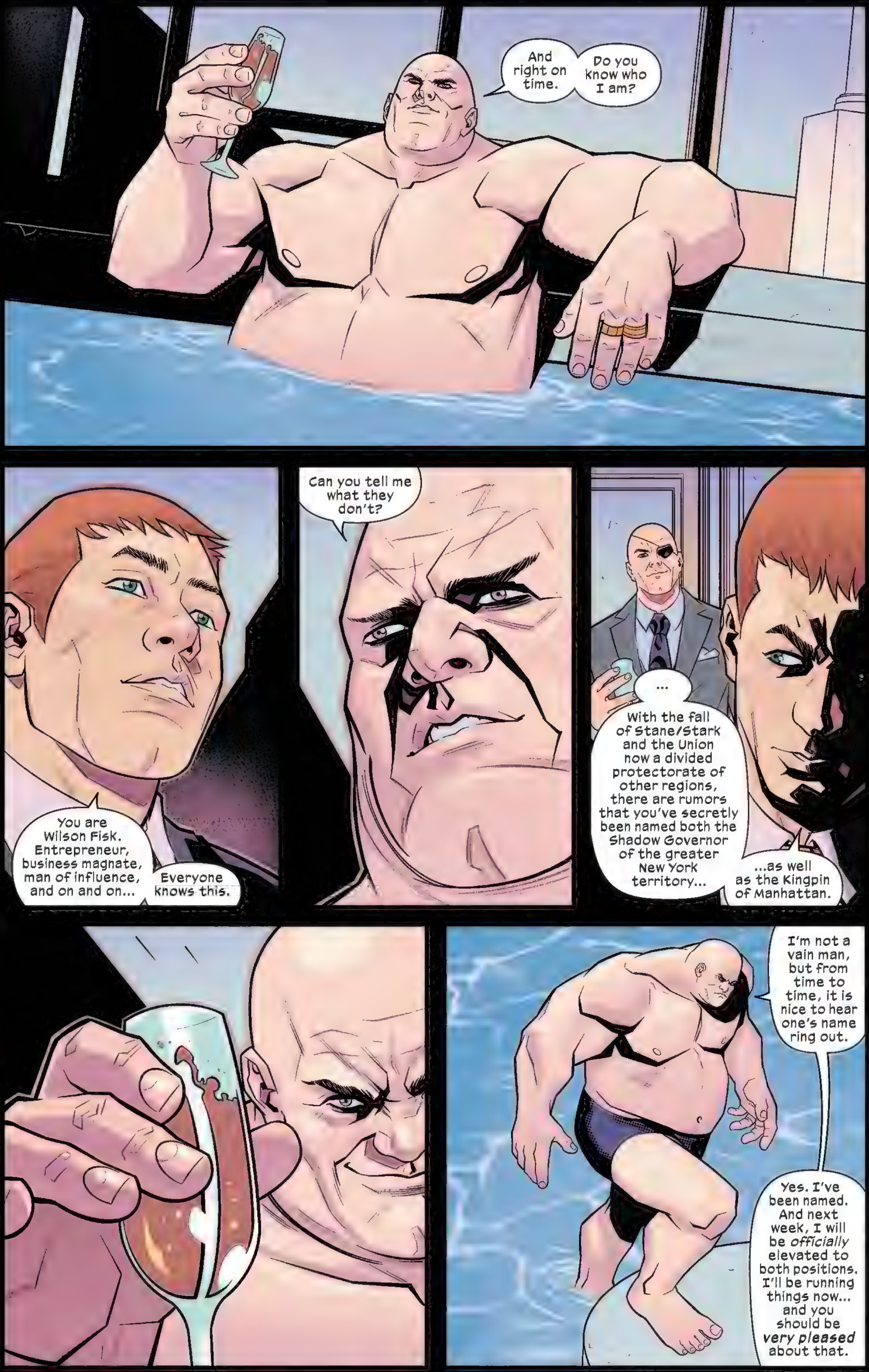
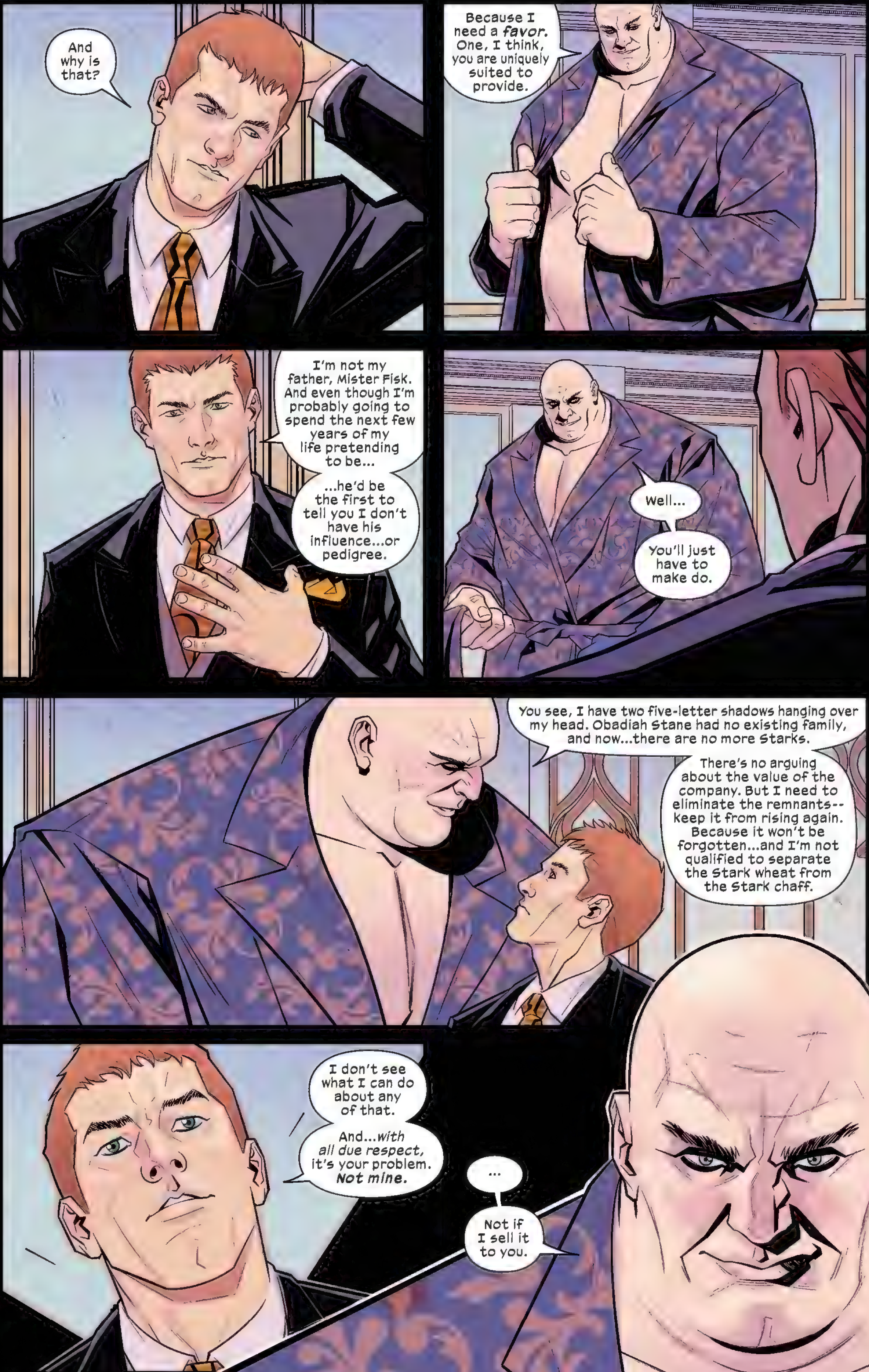
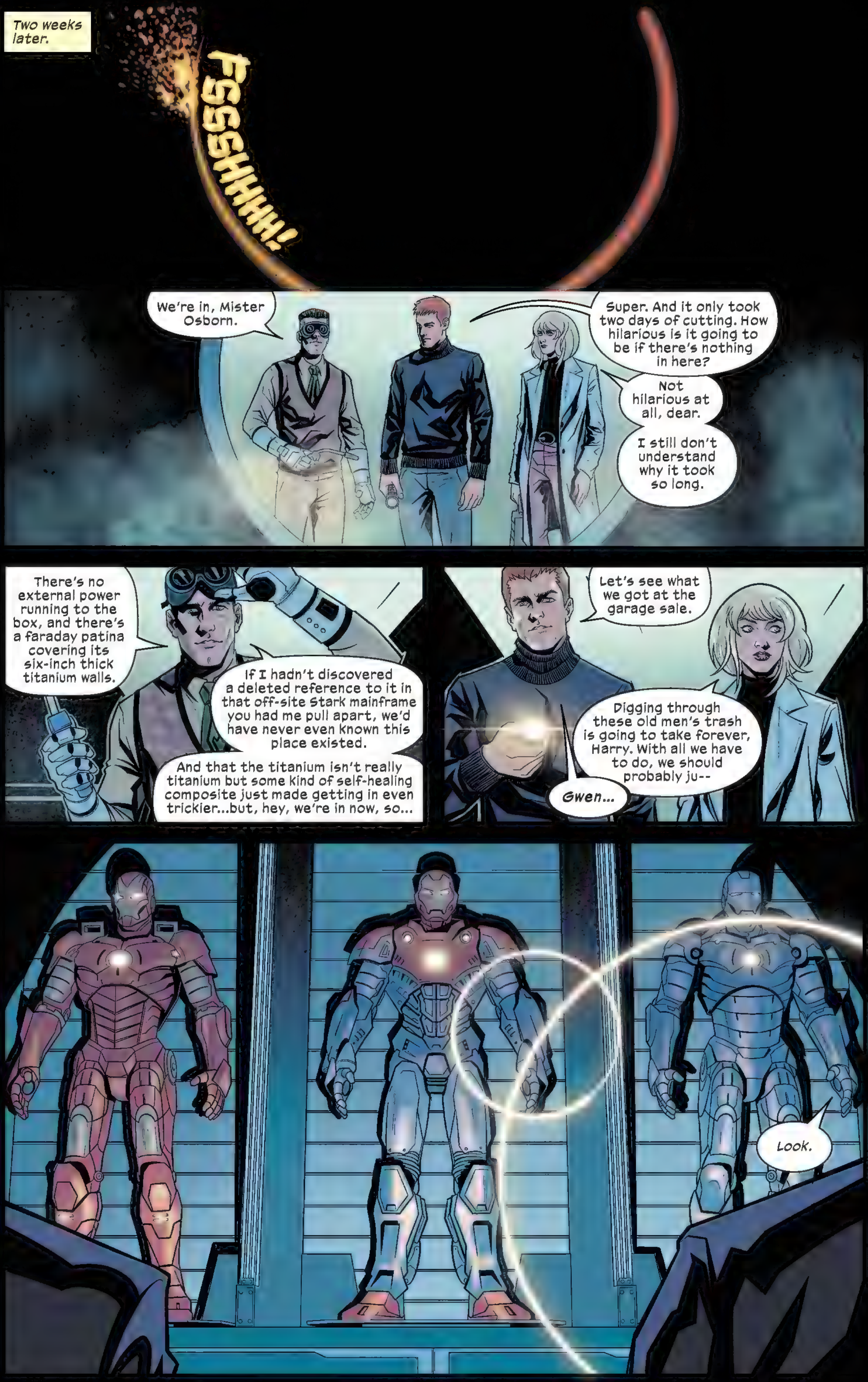

A few weeks after that.
I knew your father for almost forty years--thirty of them as his personal attorney. And now I can't really imagine a world without him in it. I'm gonna miss 'im.
There's really not much else to say beyond I'm sorry, Harry.
Thanks, Bill. I hope you know he really appreciated you.
I do.
Is it... *normal* for things to move this quickly?
Well, Norman had almost the entirety of his estate and personal assets in a trust that the family--*just Harry and you now*--shared control over.
As far as the company itself goes, that'll take longer. But there's really nothing to do there except go through probate as the will is executed.
Will there be any problems?

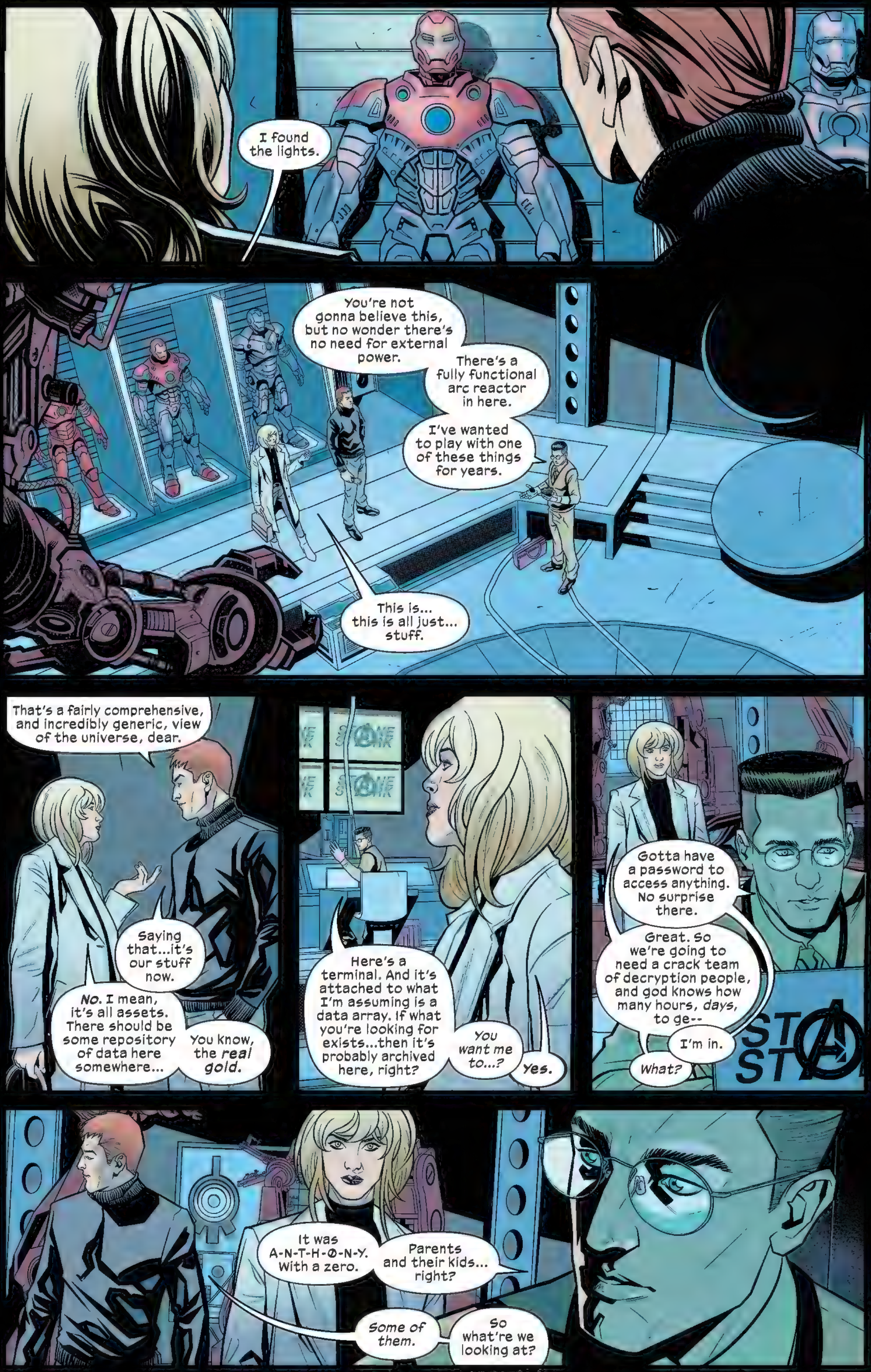

The process will probably take six months. But Harry, because you're the sole named beneficiary, controlling interest will be yours, and until then, both you and Gwen currently sit on the board.
So your hand is already on the wheel, and frankly, I can't ever see it coming off...
Oscorp will be yours.
Good. That's good.
Yeah.
Is there anything else you need to go over with us? Because we--
There is one other thing...
Harry, this was delivered to my office this morning.
For you.
What is it?
I have no idea what it means...
...but I do know who it's from.

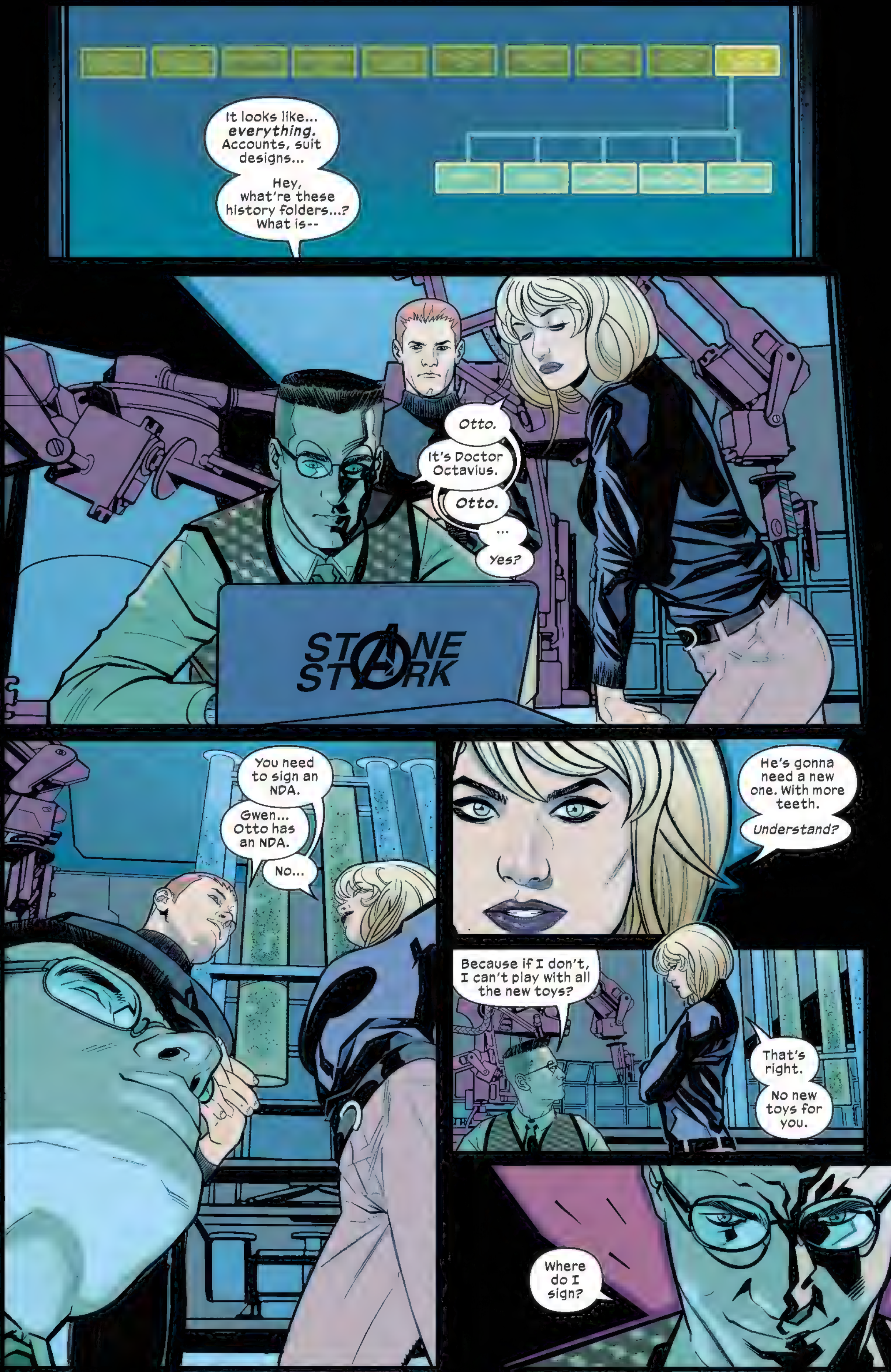

The next day.
Arms out.
Well... I'm here.

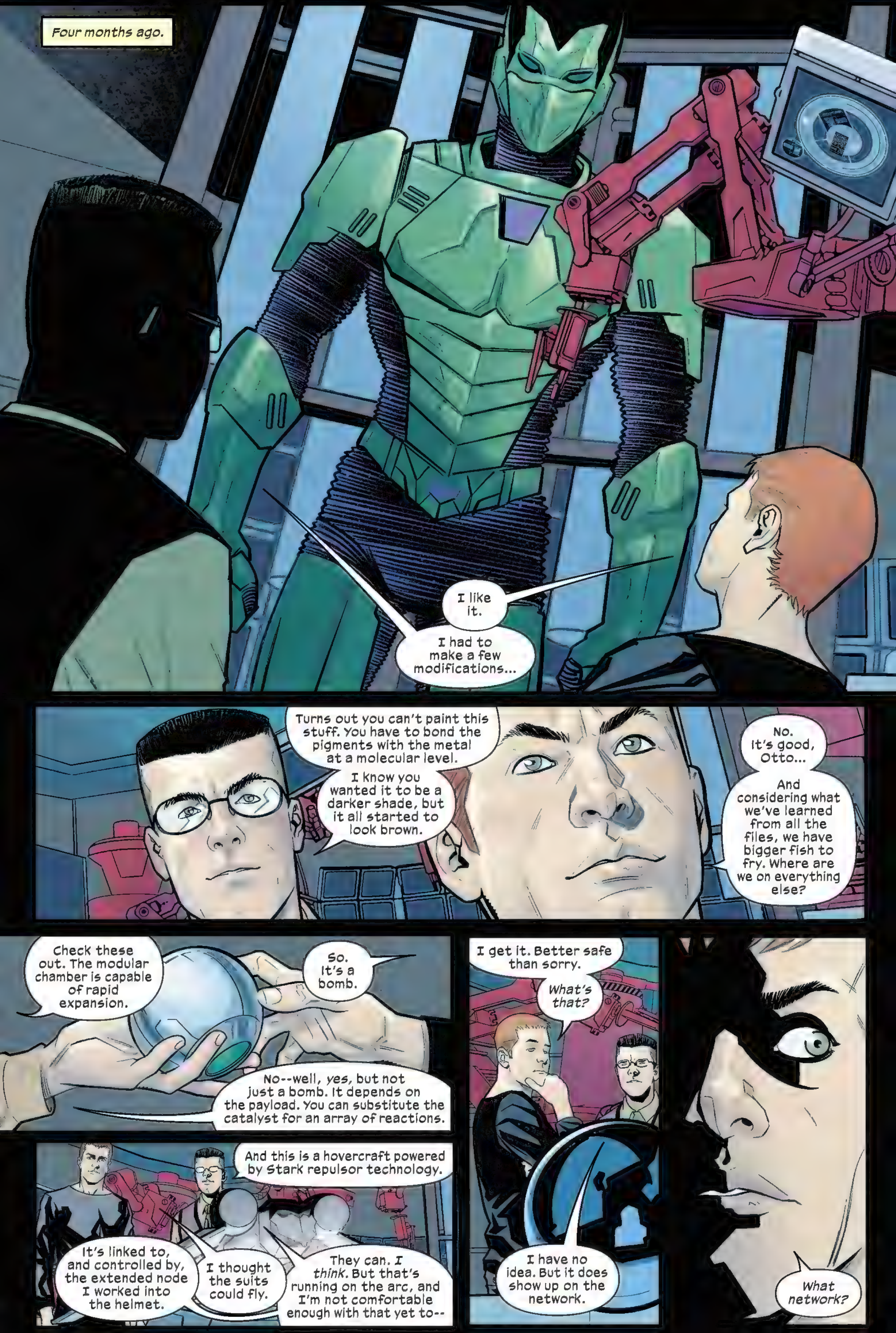

And right on time.
Do you know who I am?
You are Wilson Fisk. Entrepreneur, business magnate, man of influence, and on and on...
Everyone knows this.
Can you tell me what they don't?
...
With the fall of Stane/Stark and the Union now a divided protectorate of other regions, there are rumors that you've secretly been named both the Shadow Governor of the greater New York territory...
...as well as the Kingpin of Manhattan.
I'm not a vain man, but from time to time, it is nice to hear one's name ring out.
Yes. I've been named. And next week, I will be *officially* elevated to both positions. I'll be running things now... and you should be ***very pleased*** about that.

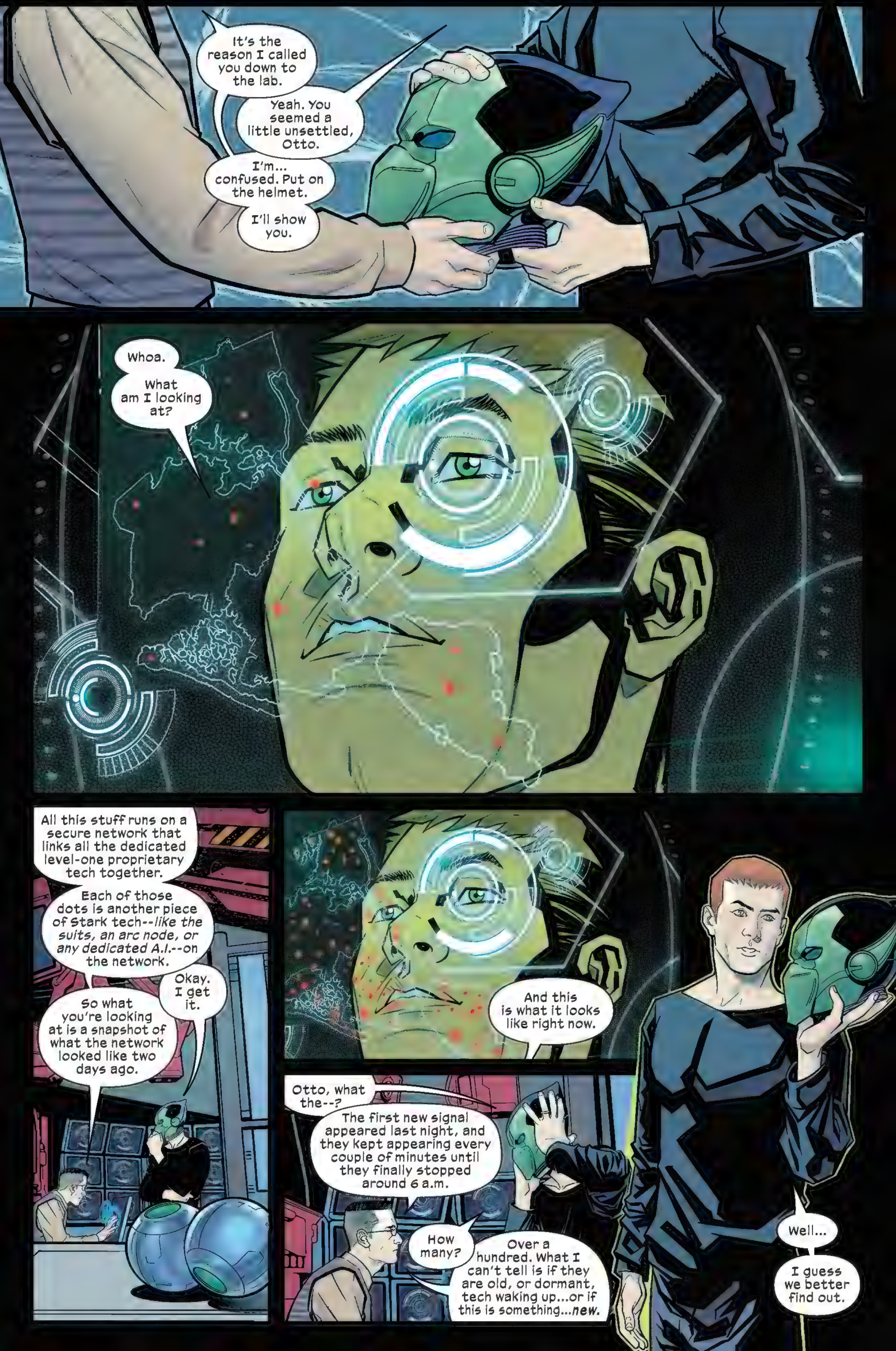

And why is that?
Because I need a *favor.* One, I think, you are uniquely suited to provide.
I'm not my father, Mister Fisk. And even though I'm probably going to spend the next few years of my life pretending to be...
...he'd be the first to tell you I don't have his influence...or pedigree.
Well...
You'll just have to make do.
You see, I have two five-letter shadows hanging over my head. Obadiah Stane had no existing family, and now...there are no more Starks.
There's no arguing about the value of the company. But I need to eliminate the remnants--keep it from rising again. Because it won't be forgotten...and I'm not qualified to separate the Stark wheat from the Stark chaff.
I don't see what I can do about any of that.
And...*with all due respect,* it's your problem. ***Not mine.***
...
Not if I sell it to you.

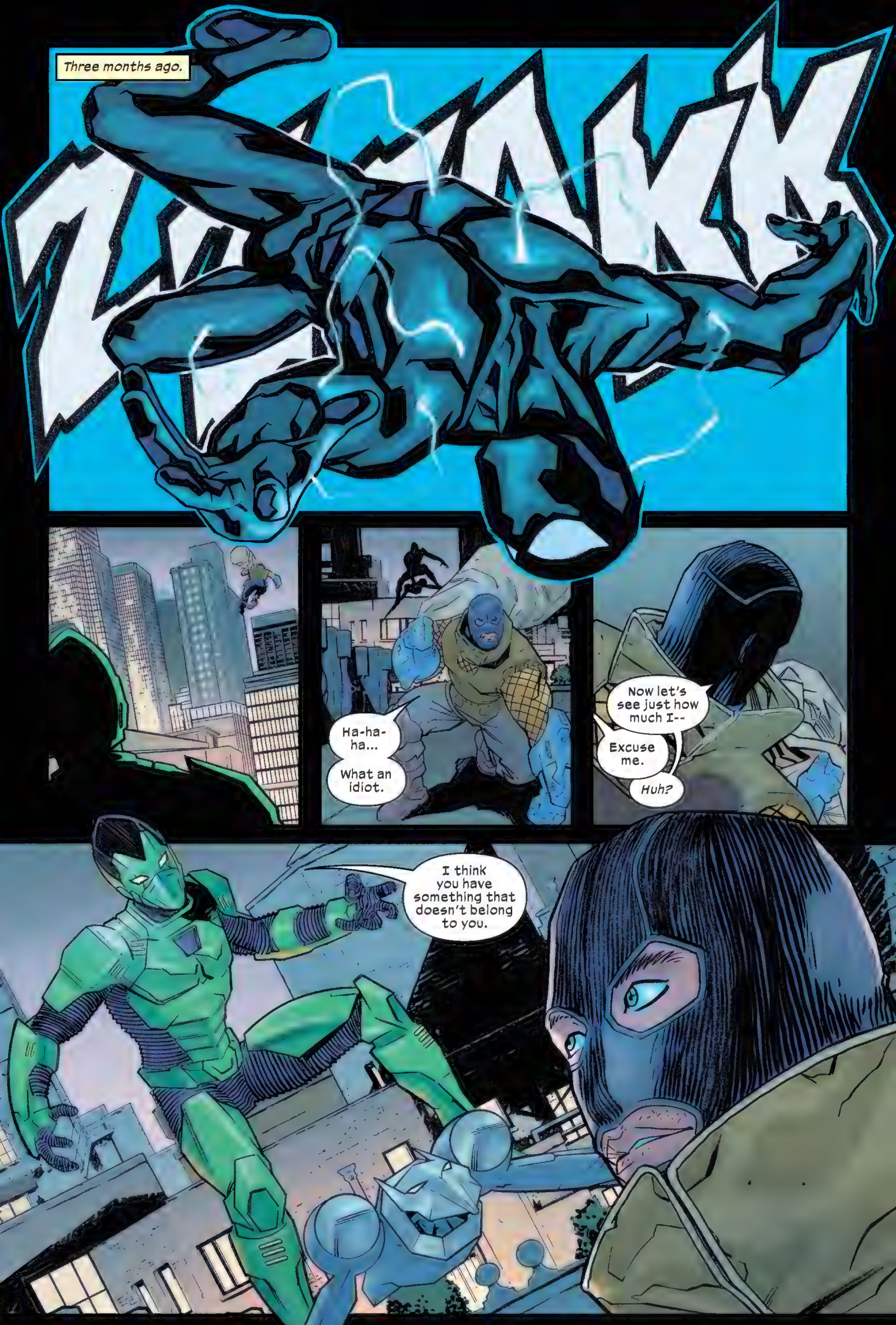

Two weeks later.
FSSSHHHH!
We're in, Mister Osborn.
Super. And it only took two days of cutting. How hilarious is it going to be if there's nothing in here?
Not hilarious at all, dear.
I still don't understand why it took so long.
There's no external power running to the box, and there's a faraday patina covering its six-inch thick titanium walls.
If I hadn't discovered a deleted reference to it in that off-site Stark mainframe you had me pull apart, we'd have never even known this place existed.
And that the titanium isn't really titanium but some kind of self-healing composite just made getting in even trickier...but, hey, we're in now, so...
Let's see what we got at the garage sale.
Digging through these old men's trash is going to take forever, Harry. With all we have to do, we should probably ju--
Gwen...
Look.

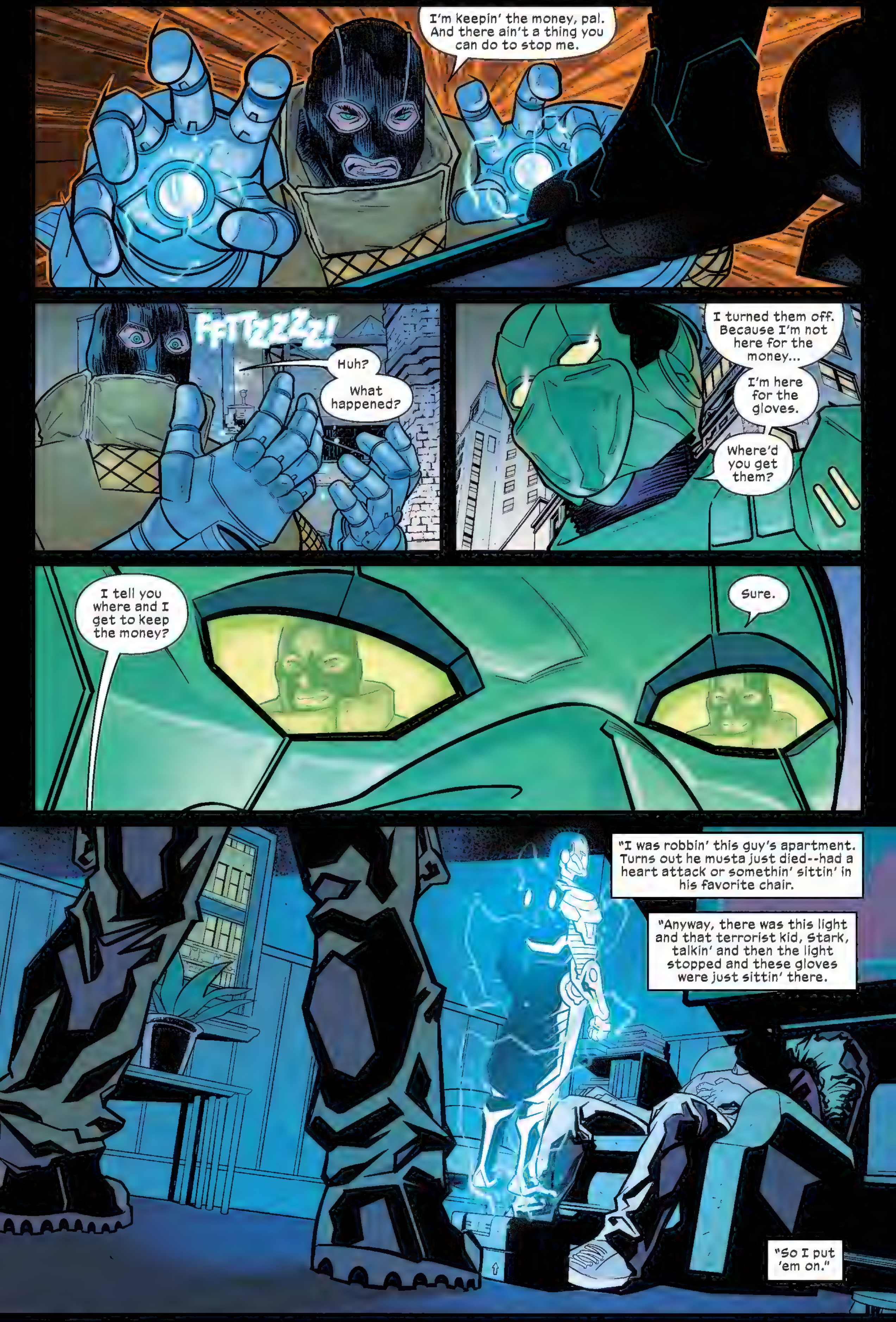

I found the lights.
You're not gonna believe this, but no wonder there's no need for external power.
There's a fully functional arc reactor in here.
I've wanted to play with one of these things for years.
This is... this is all just... stuff.
That's a fairly comprehensive, and incredibly generic, view of the universe, dear.
Saying that...it's our stuff now.
No. I mean, it's all assets. There should be some repository of data here somewhere...
You know, the *real gold.*
Here's a terminal. And it's attached to what I'm assuming is a data array. If what you're looking for exists...then it's probably archived here, right?
You want me to...?
Yes.
Gotta have a password to access anything. No surprise there.
Great. So we're going to need a crack team of decryption people, and god knows how many hours, *days,* to ge--
I'm in.
What?
It was A-N-T-H-0-N-Y. With a zero.
Parents and their kids... right?
Some of them.
So what're we looking at?

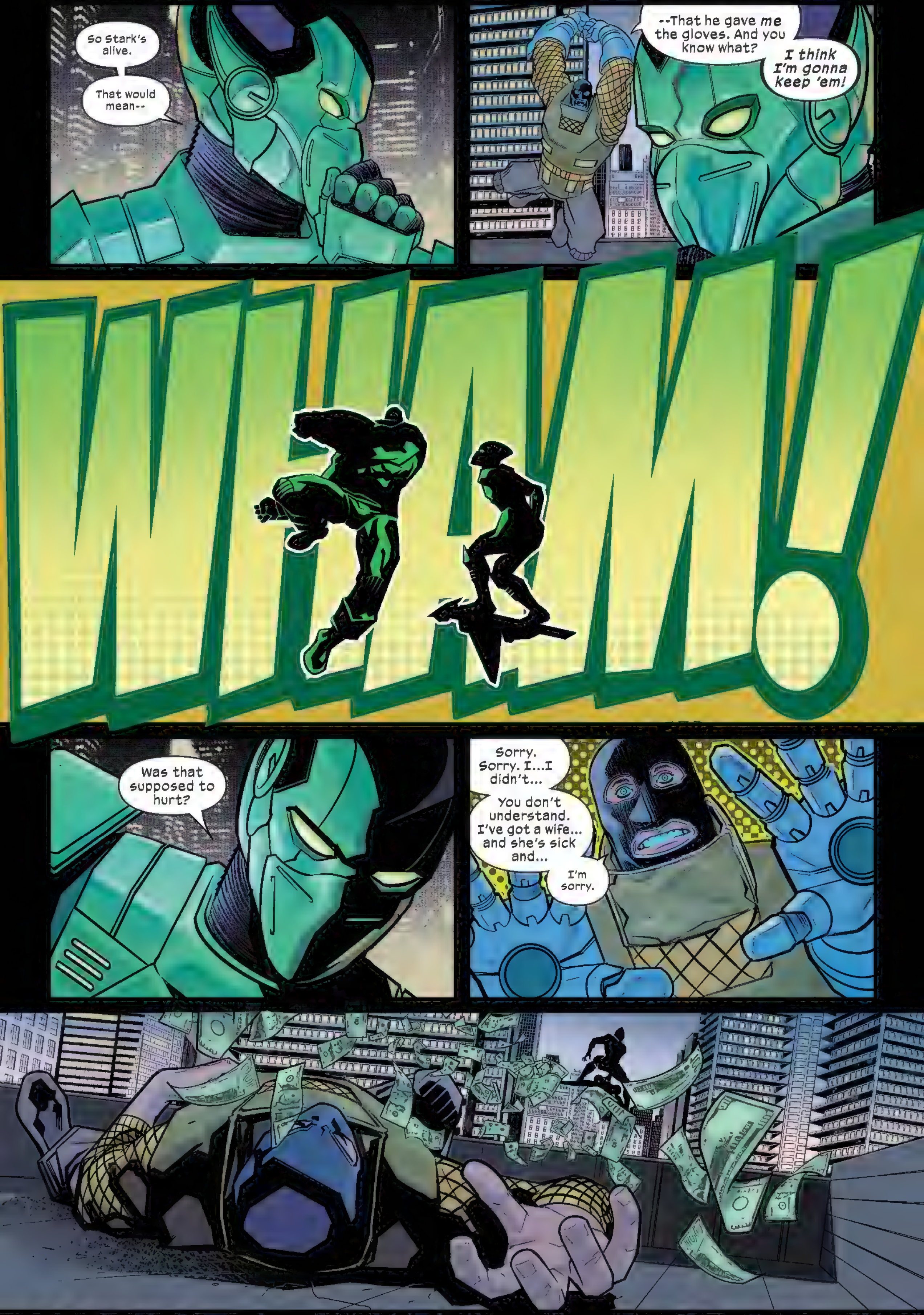

It looks like... *everything.* Accounts, suit designs...
Hey, what're these history folders...? What is--
Otto.
It's Doctor Octavius.
Otto.
...
Yes?
STANE STARK
You need to sign an NDA.
Gwen... Otto has an NDA.
No...
He's gonna need a new one. With more teeth.
Understand?
Because if I don't, I can't play with all the new toys?
That's right.
No new toys for you.
Where do I sign?

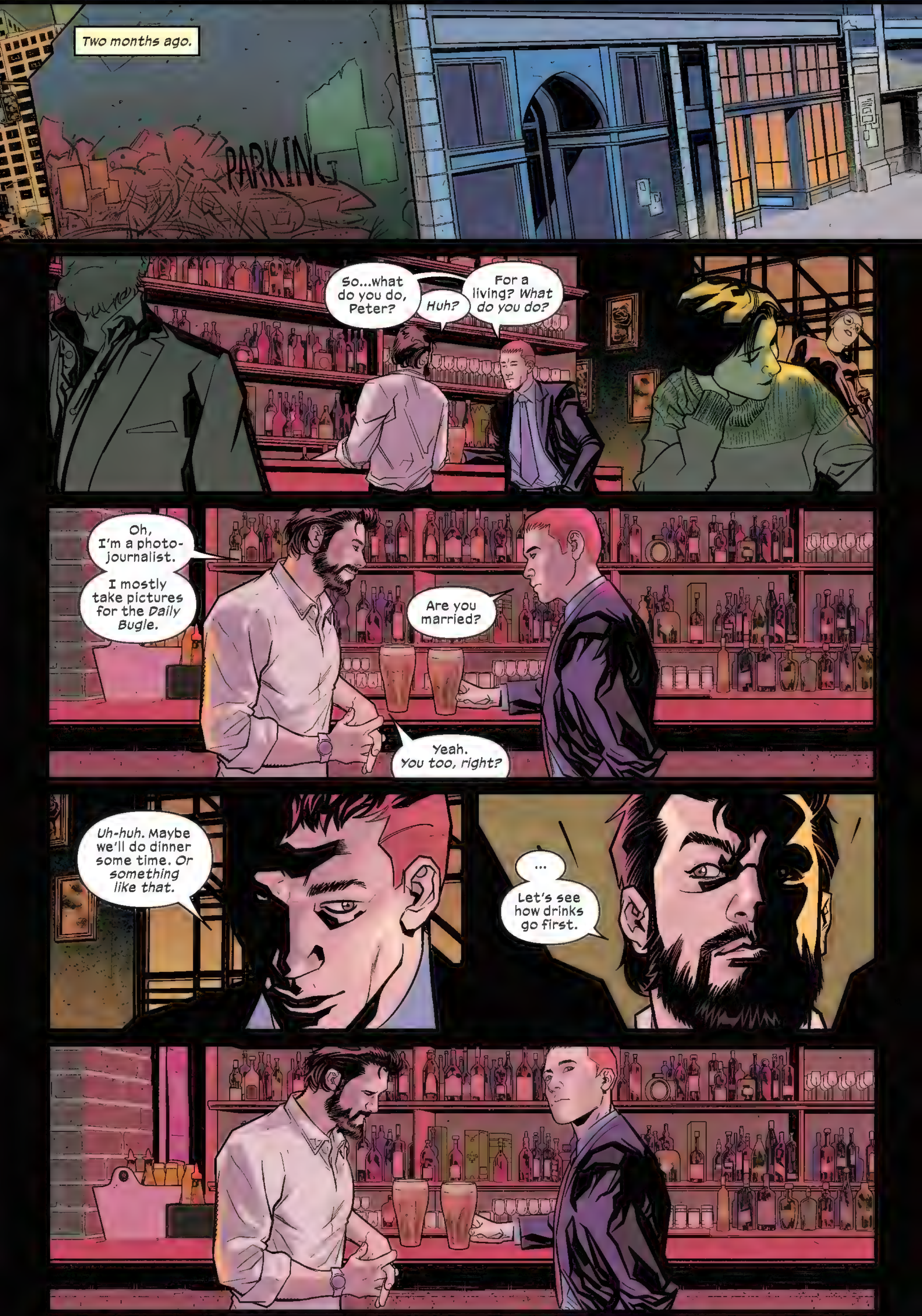

Four months ago.
I like it.
I had to make a few modifications...
Turns out you can't paint this stuff. You have to bond the pigments with the metal at a molecular level.
I know you wanted it to be a darker shade, but it all started to look brown.
No. It's good, Otto...
And considering what we've learned from all the files, we have bigger fish to fry. Where are we on everything else?
Check these out. The modular chamber is capable of rapid expansion.
So. It's a bomb.
No--well, *yes,* but not just a bomb. It depends on the payload. You can substitute the catalyst for an array of reactions.
And this is a hovercraft powered by Stark repulsor technology.
It's linked to, and controlled by, the extended node I worked into the helmet.
I thought the suits could fly.
They can. *I think.* But that's running on the arc, and I'm not comfortable enough with that yet to--
I get it. Better safe than sorry.
What's that?
I have no idea. But it does show up on the network.
What network?

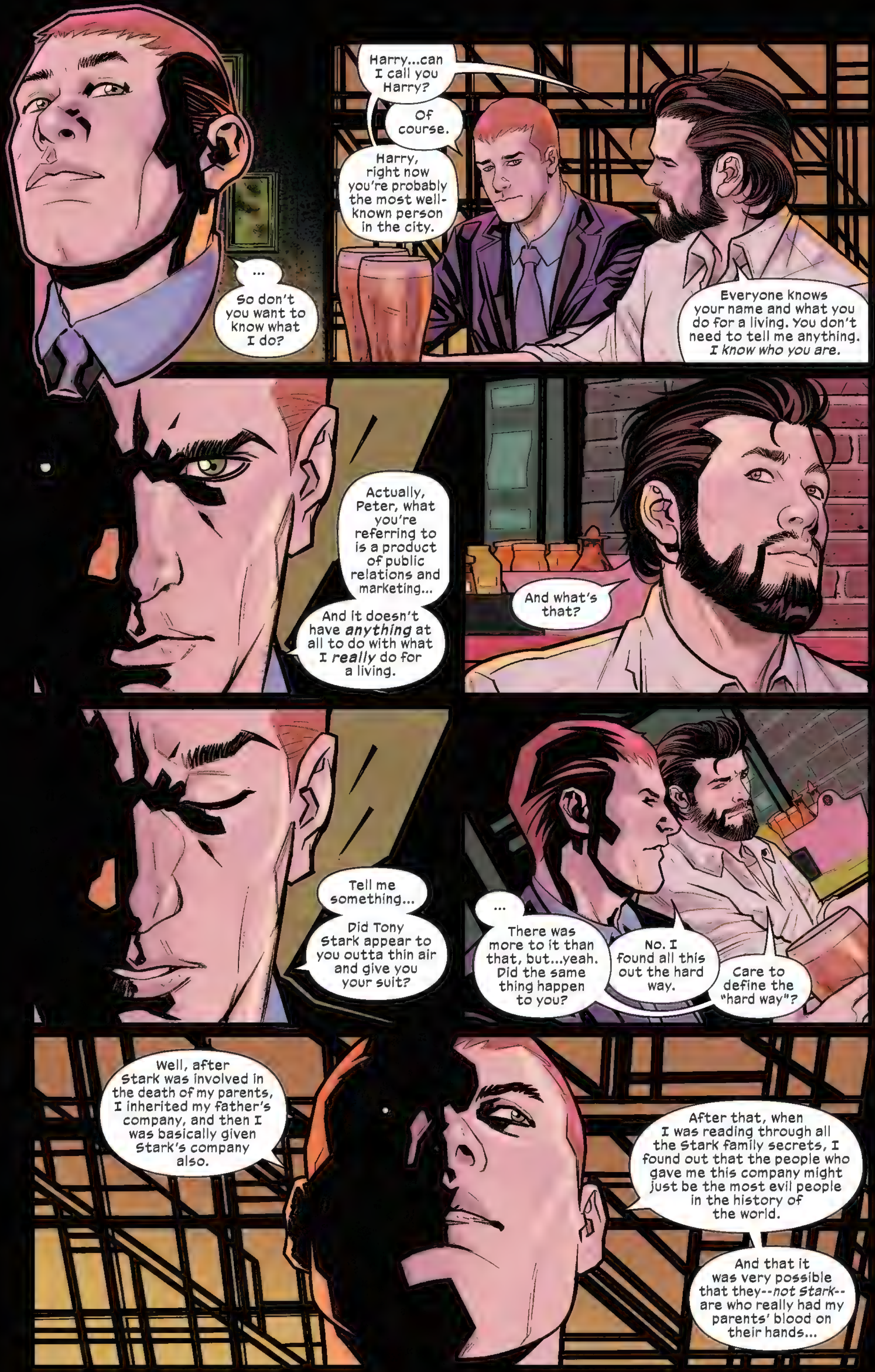

It's the reason I called you down to the lab.
Yeah. You seemed a little unsettled, Otto.
I'm... confused. Put on the helmet.
I'll show you.
Whoa.
What am I looking at?
All this stuff runs on a secure network that links all the dedicated level-one proprietary tech together.
Each of those dots is another piece of Stark tech--*like the suits, an arc node, or any dedicated A.I.*--on the network.
Okay. I get it.
So what you're looking at is a snapshot of what the network looked like two days ago.
And this is what it looks like right now.
Otto, what the--?
The first new signal appeared last night, and they kept appearing every couple of minutes until they finally stopped around 6 a.m.
How many?
Over a hundred. What I can't tell is if they are old, or dormant, tech waking up...or if this is something...*new.*
Well...
I guess we better find out.

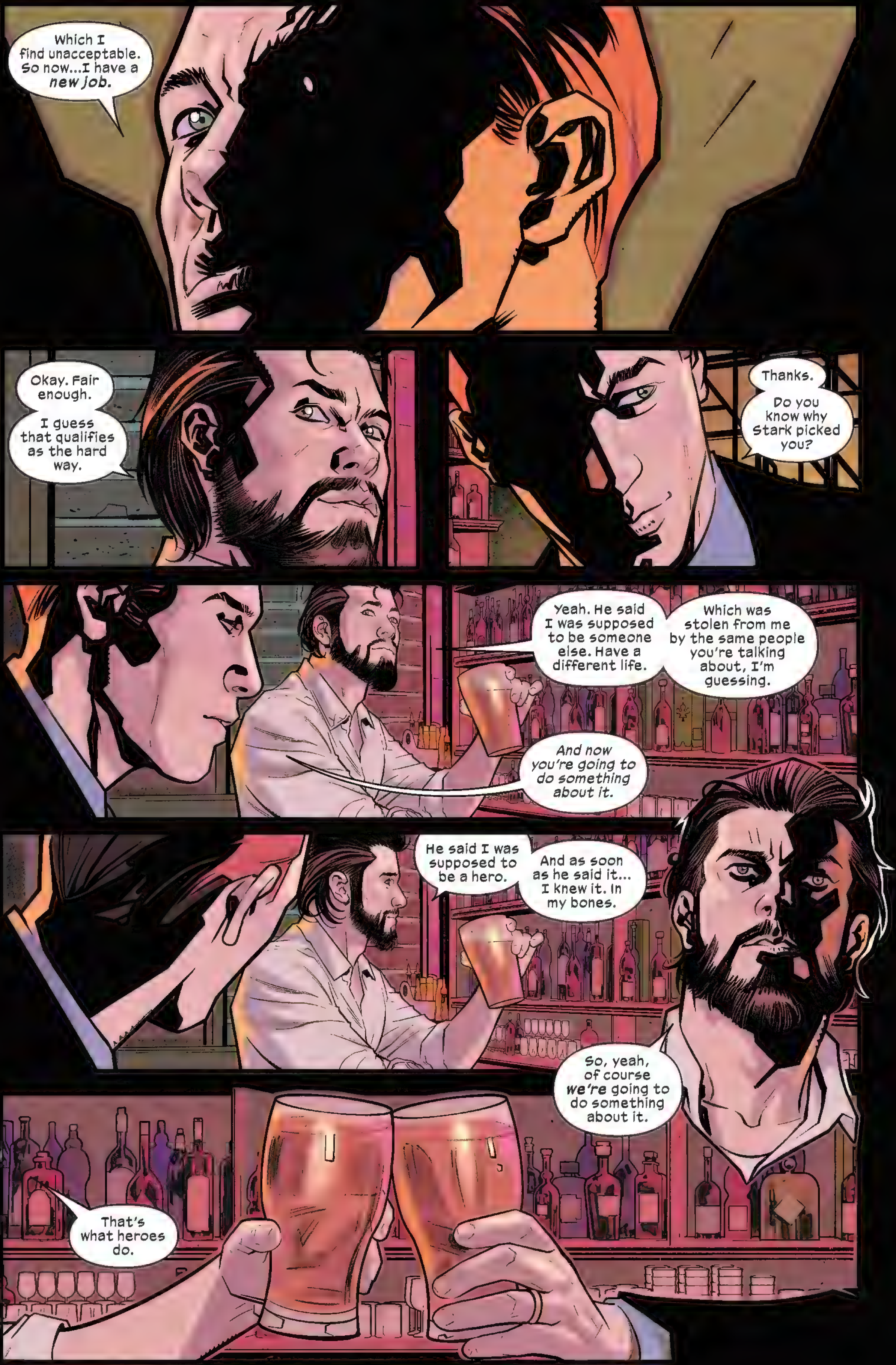

Three months ago.
Ha-ha-ha...
What an idiot.
Now let's see just how much I--
Excuse me.
Huh?
I think you have something that doesn't belong to you.


I'm keepin' the money, pal. And there ain't a thing you can do to stop me.
FFTTZZZZZ!
Huh?
What happened?
I turned them off. Because I'm not here for the money...
I'm here for the gloves.
Where'd you get them?
I tell you where and I get to keep the money?
Sure.
"I was robbin' this guy's apartment. Turns out he musta just died--had a heart attack or somethin' sittin' in his favorite chair.
"Anyway, there was this light and that terrorist kid, Stark, talkin' and then the light stopped and these gloves were just sittin' there.
"So I put 'em on."

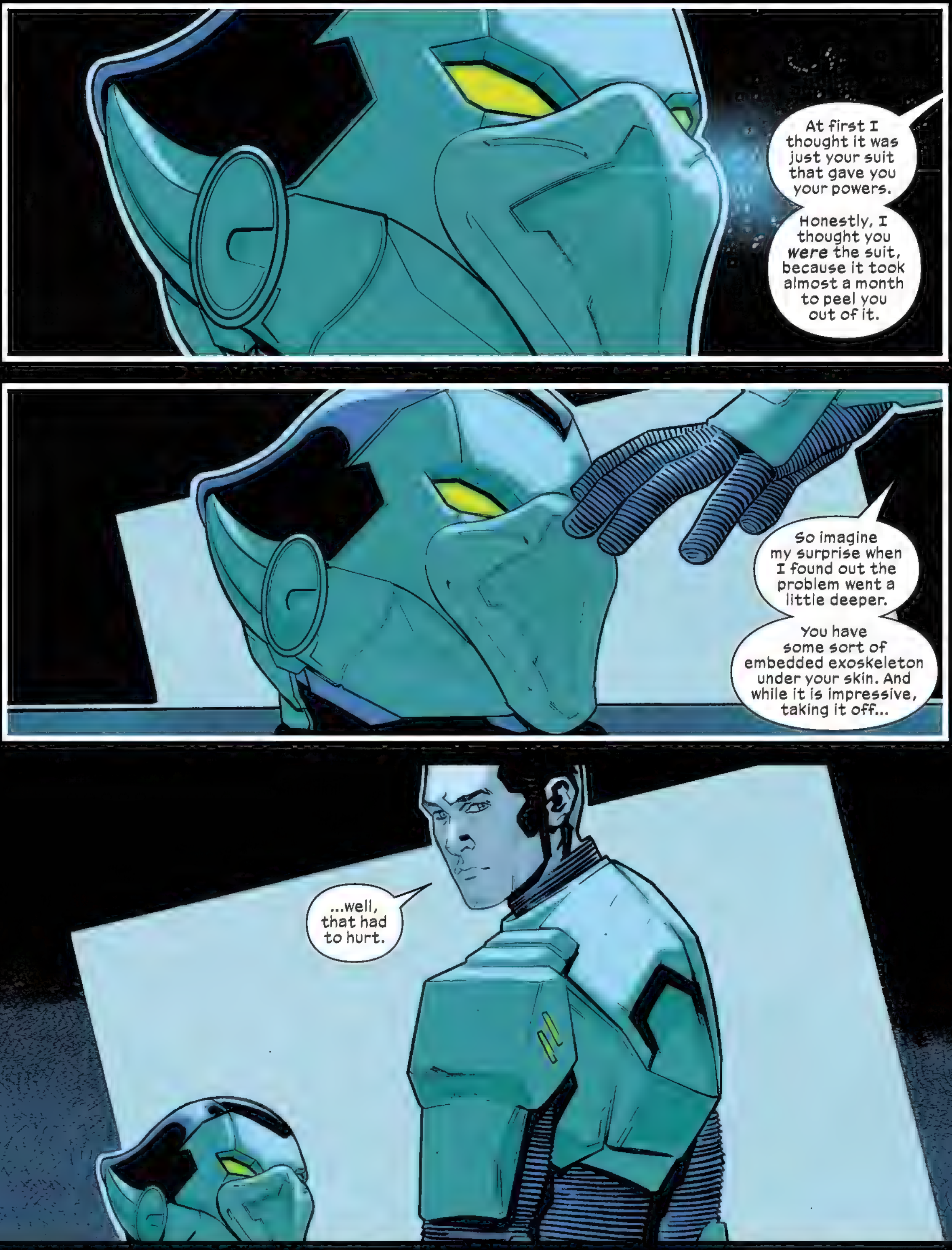

So Stark's alive.
That would mean--
--That he gave *me* the gloves. And you know what?
I think I'm gonna keep 'em!
WHAM!
Was that supposed to hurt?
Sorry. Sorry. I...I didn't...
You don't understand. I've got a wife... and she's sick and...
I'm sorry.

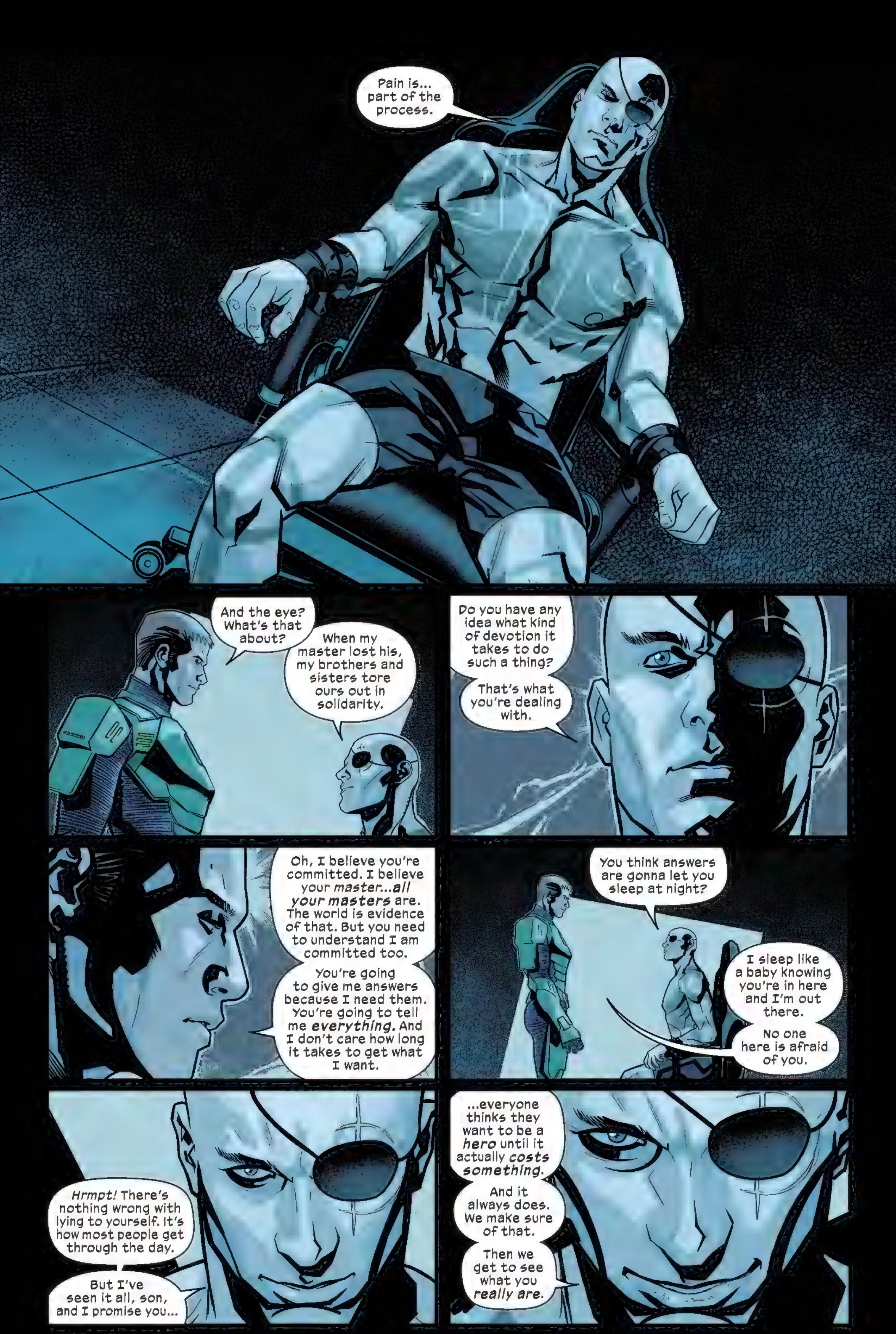

Two months ago.
PARKING
So...what do you do, Peter?
Huh?
For a living? What do you do?
Oh, I'm a photo-journalist.
I mostly take pictures for the Daily Bugle.
Are you married?
Yeah. You too, right?
Uh-huh. Maybe we'll do dinner some time. Or something like that.
...
Let's see how drinks go first.

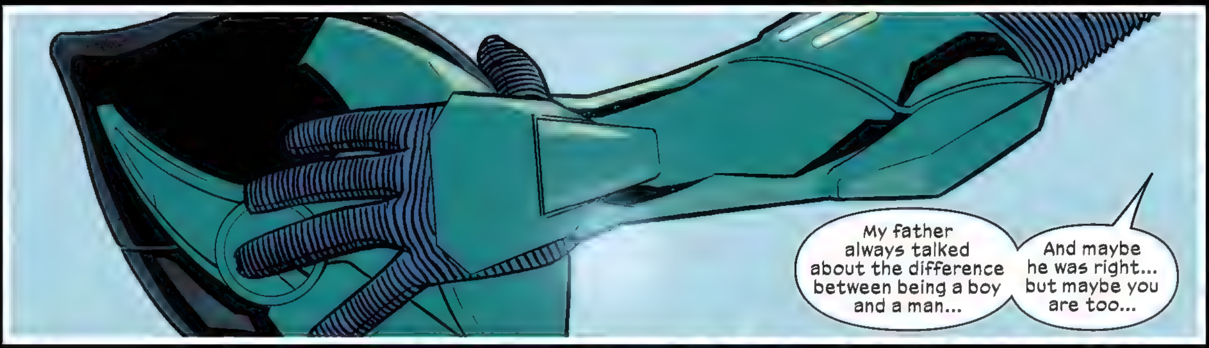

Harry...can I call you Harry?
Of course.
Harry, right now you're probably the most well-known person in the city.
Everyone knows your name and what you do for a living. You don't need to tell me anything. *I know who you are.*
...
So don't you want to know what I do?
Actually, Peter, what you're referring to is a product of public relations and marketing...
And it doesn't have ***anything*** at all to do with what I ***really*** do for a living.
And what's that?
Tell me something...
Did Tony Stark appear to you outta thin air and give you your suit?
...
There was more to it than that, but...yeah. Did the same thing happen to you?
No. I found all this out the hard way.
Care to define the "hard way"?
Well, after Stark was involved in the death of my parents, I inherited my father's company, and then I was basically given Stark's company also.
After that, when I was reading through all the Stark family secrets, I found out that the people who gave me this company might just be the most evil people in the history of the world.
And that it was very possible that they--*not Stark*--are who really had my parents' blood on their hands...

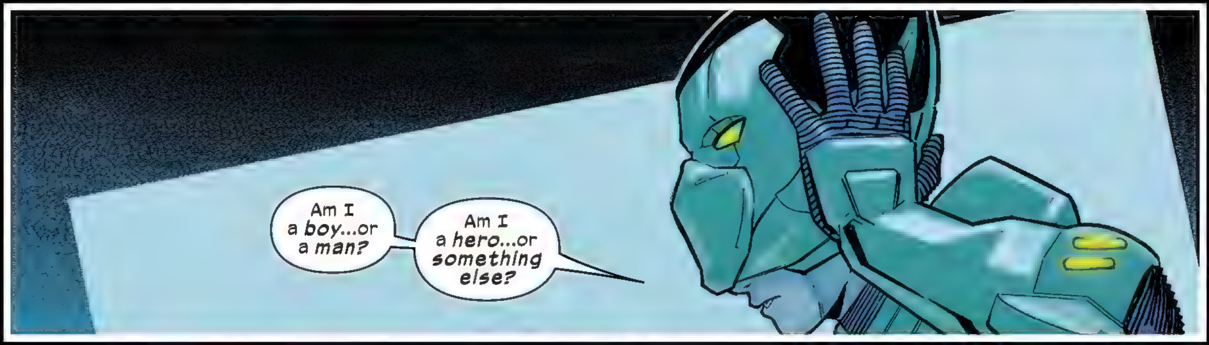

Which I find unacceptable. So now...I have a *new job.*
Okay. Fair enough.
I guess that qualifies as the hard way.
Thanks.
Do you know why Stark picked you?
Yeah. He said I was supposed to be someone else. Have a different life.
Which was stolen from me by the same people you're talking about, I'm guessing.
And now you're going to do something about it.
He said I was supposed to be a hero.
And as soon as he said it... I knew it. In my bones.
So, yeah, of course *we're* going to do something about it.
That's what heroes do.

NOW

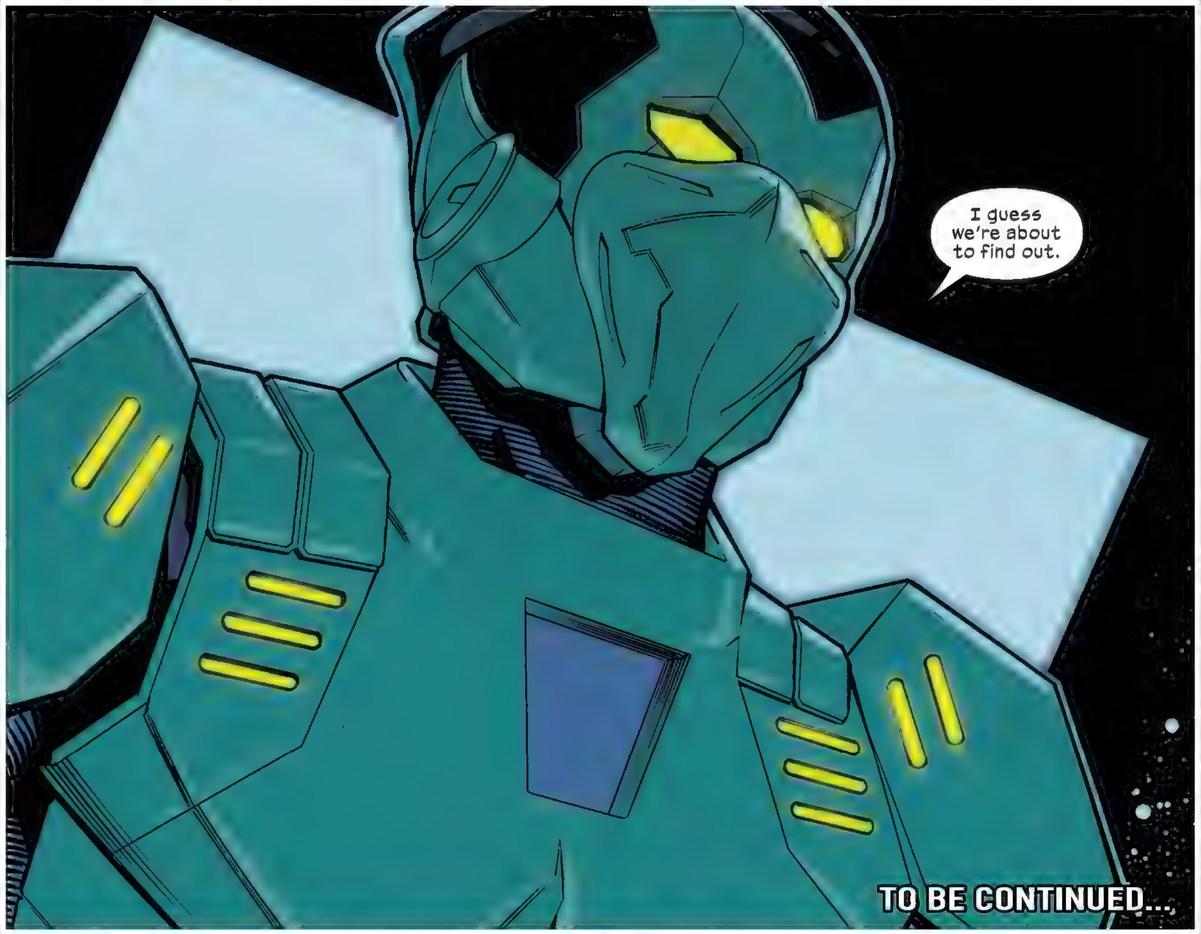

At first I thought it was just your suit that gave you your powers.
Honestly, I thought you *were* the suit, because it took almost a month to peel you out of it.
So imagine my surprise when I found out the problem went a little deeper.
You have some sort of embedded exoskeleton under your skin. And while it is impressive, taking it off...
...well, that had to hurt.


Pain is... part of the process.
And the eye? What's that about?
When my master lost his, my brothers and sisters tore ours out in solidarity.
Do you have any idea what kind of devotion it takes to do such a thing?
That's what you're dealing with.
Oh, I believe you're committed. I believe your *master...all your masters* are. The world is evidence of that. But you need to understand I am committed too.
You're going to give me answers because I need them. You're going to tell me *everything.* And I don't care how long it takes to get what I want.
You think answers are gonna let you sleep at night?
I sleep like a baby knowing you're in here and I'm out there.
No one here is afraid of you.
Hrmpt! There's nothing wrong with lying to yourself. It's how most people get through the day.
But I've seen it all, son, and I promise you...
...everyone thinks they want to be a *hero* until it actually *costs something.*
And it always does. We make sure of that.
Then we get to see what you *really are.*


My father always talked about the difference between being a boy and a man...
And maybe he was right... but maybe you are too...


Am I a *boy*...or a *man?*
Am I a *hero*...or *something else?*

MAY


I guess we're about to find out.
TO BE CONTINUED...

NEXT

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ULTIMATE
SPIDER-MAN
6
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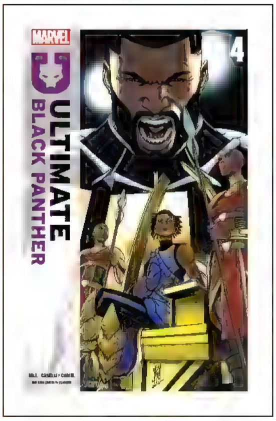
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BLACK PANTHER
4

ULTIMATE BLACK PANTHER #4

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X-MEN

ULTIMATE X-MEN #3

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MARVEL
THE
ULTIMATES
1

ULTIMATES #1

BY **DENIZ CAMP** & **JUAN FRIGERI**

ON SALE IN JUNE

1

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains, **THE MAKER'S COUNCIL**, that rules the world from the shadows.

But now the Maker is gone, locked away in his own facility, **THE CITY**, by inventor **HOWARD STARK**. Howard's teenage son, **TONY**, has taken on the codename **IRON LAD** and teamed up with this world's **DOOM** (a broken **REED RICHARDS**) to set things right.

First, they stole the frozen Super-Soldier **CAPTAIN AMERICA** from the icy depths. Next, they broke the Asgardian god **THOR** out of prison--and were followed by his warden, **SIF**.

But the Maker's Council did not want Iron Lad unmaking the world they had built. Council member **CAPTAIN BRITAIN** confronted the team, badly wounding Thor but losing an eye to Iron Lad.

The Council then launched an attack on New York City using Stark satellites, with Tony and his allies barely escaping with their lives but now framed as terrorists...

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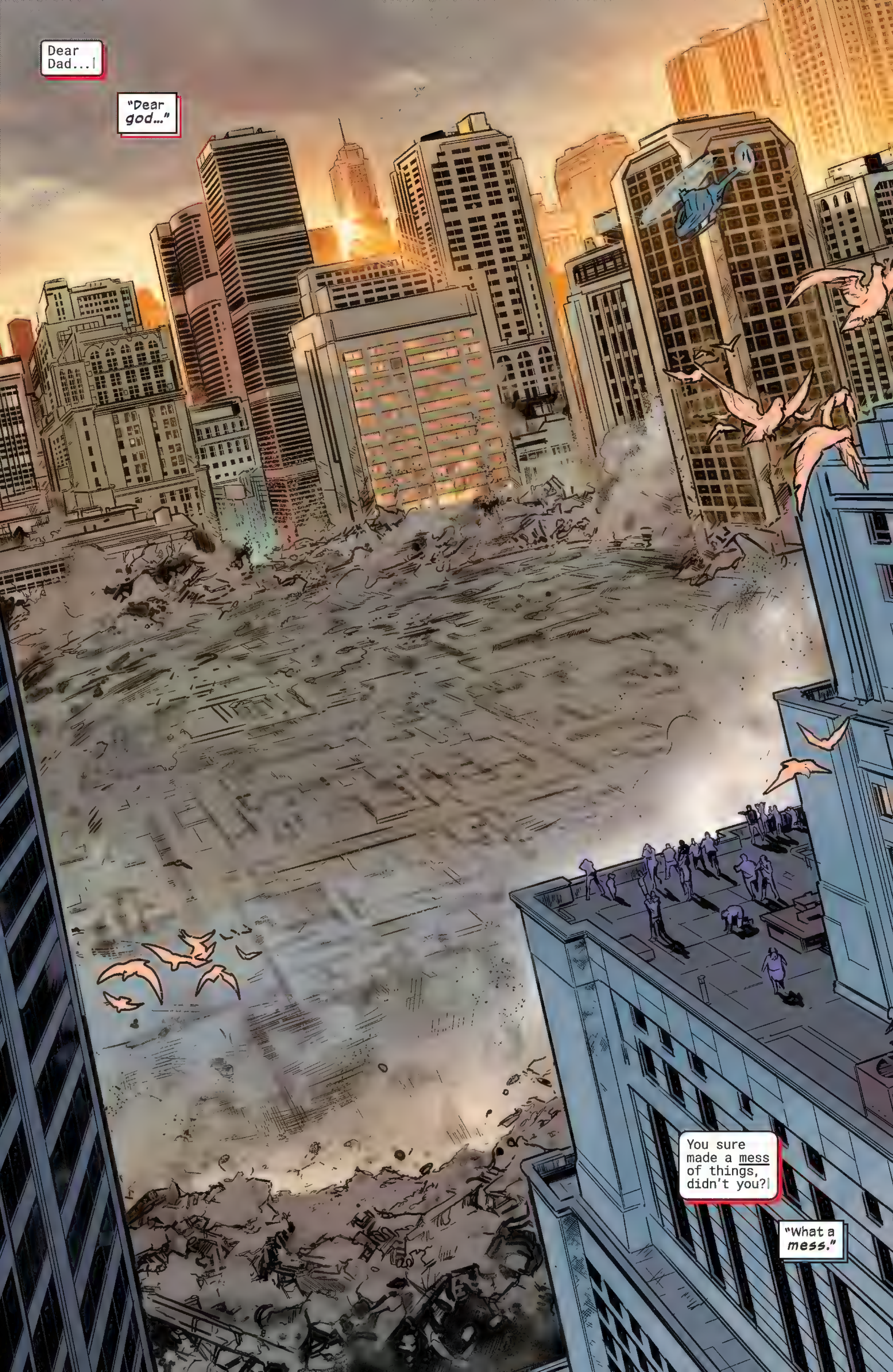
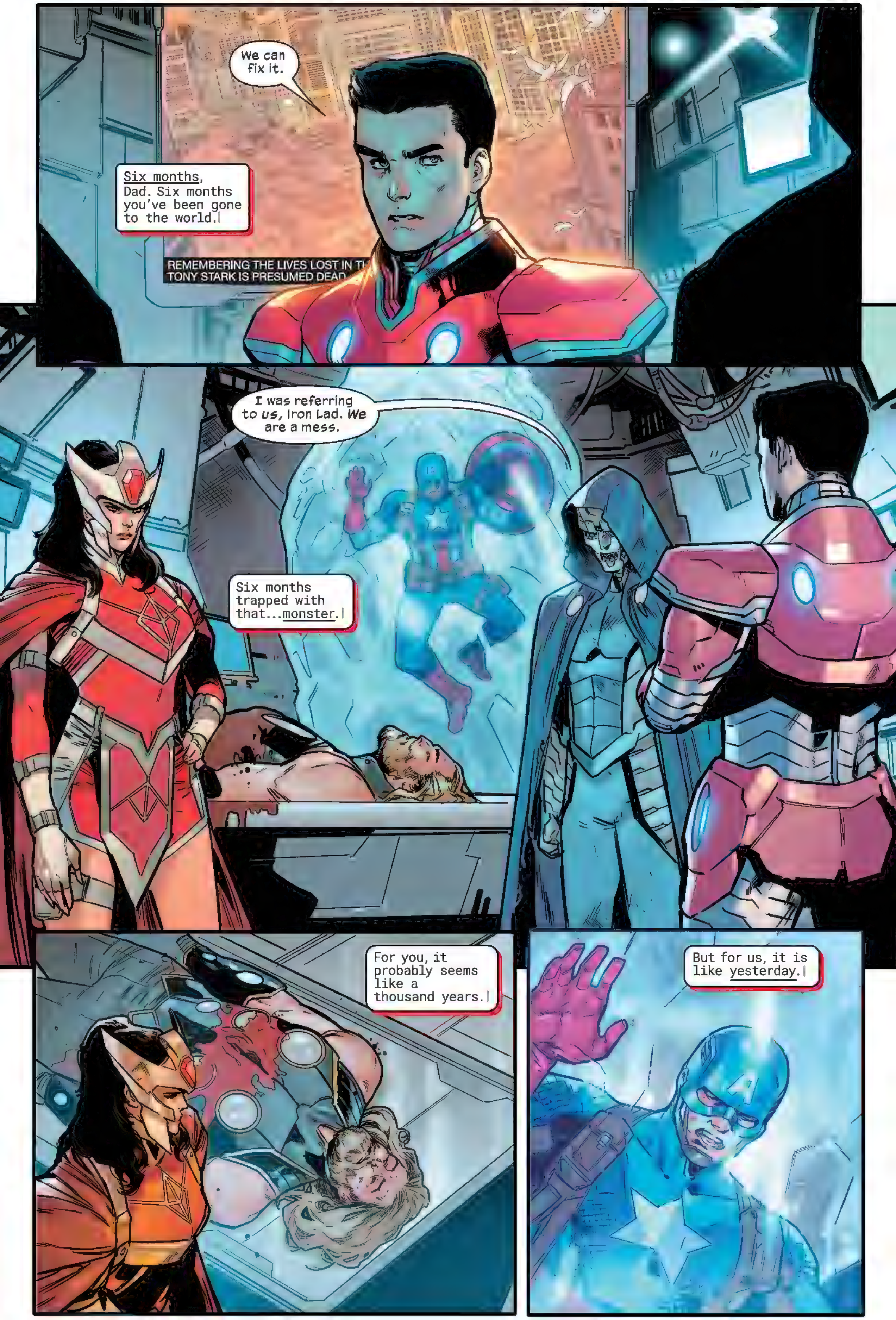
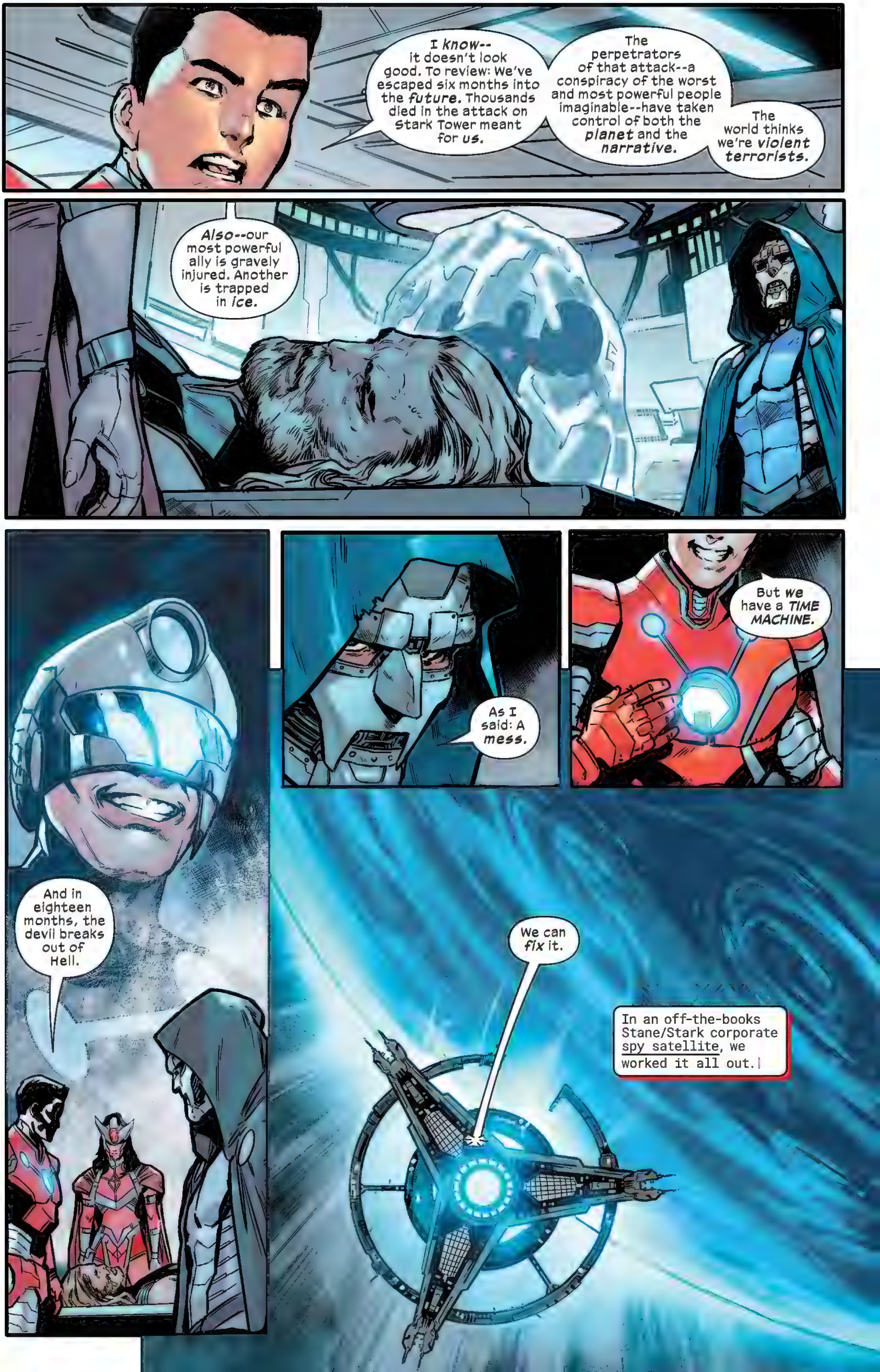
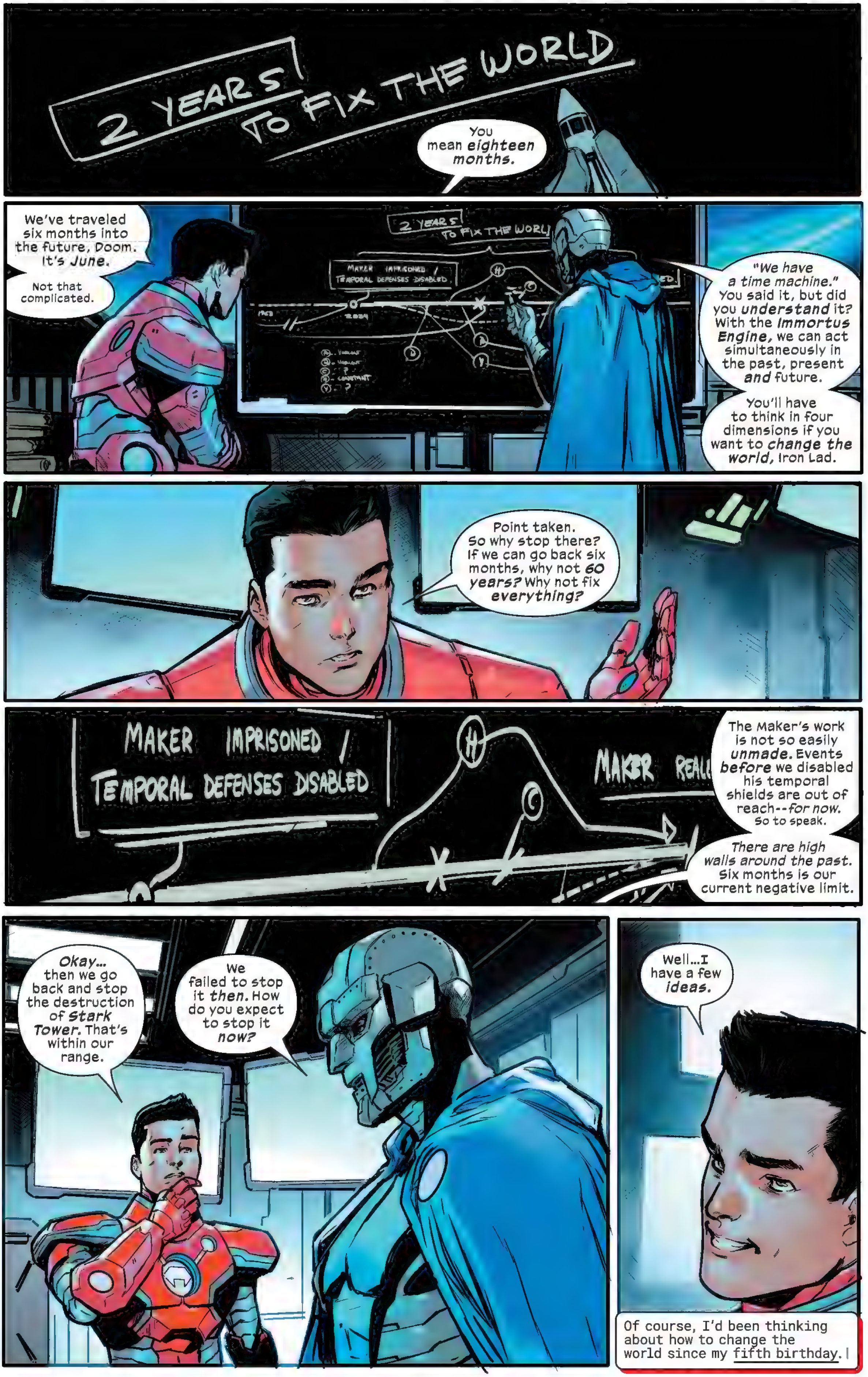
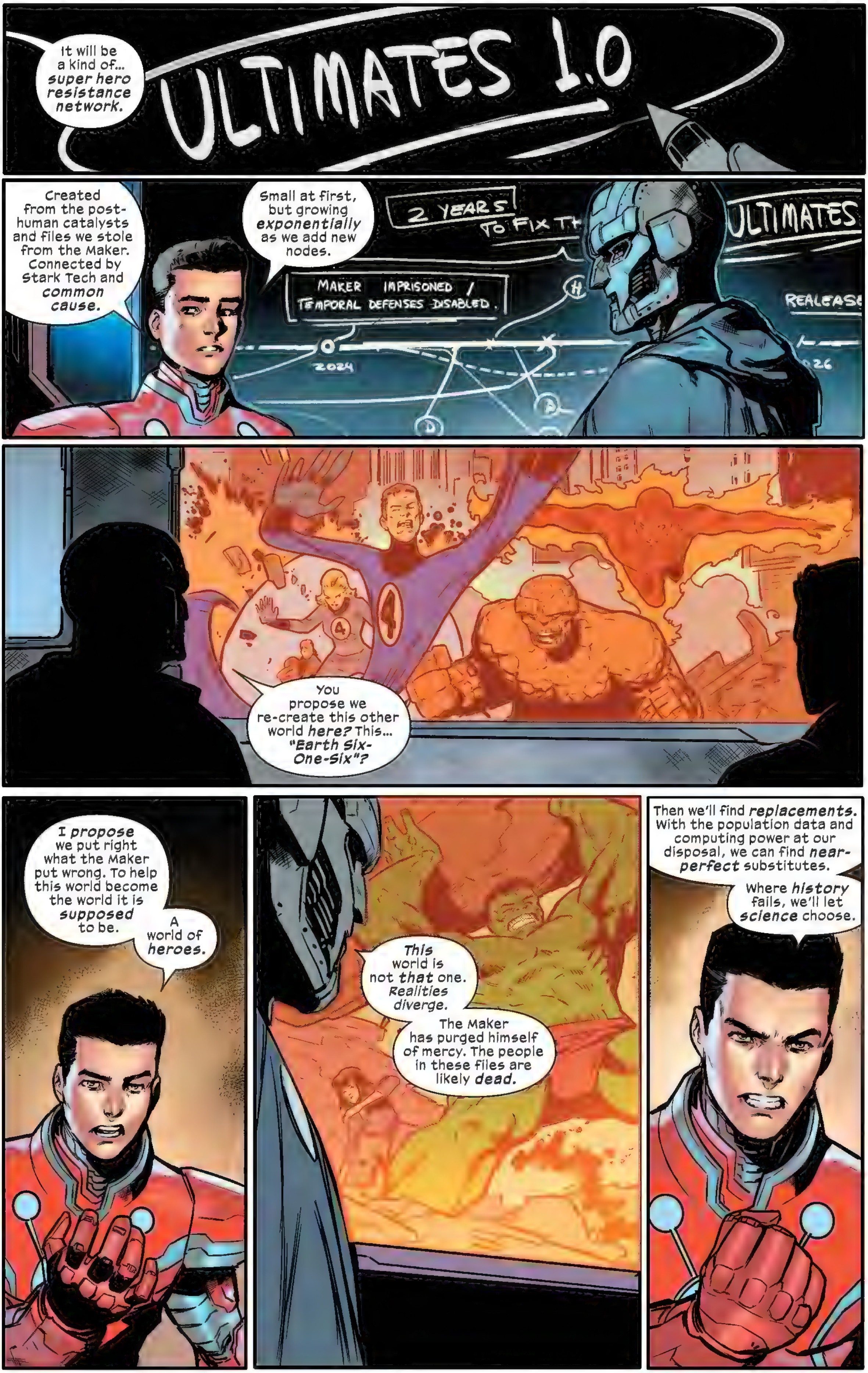
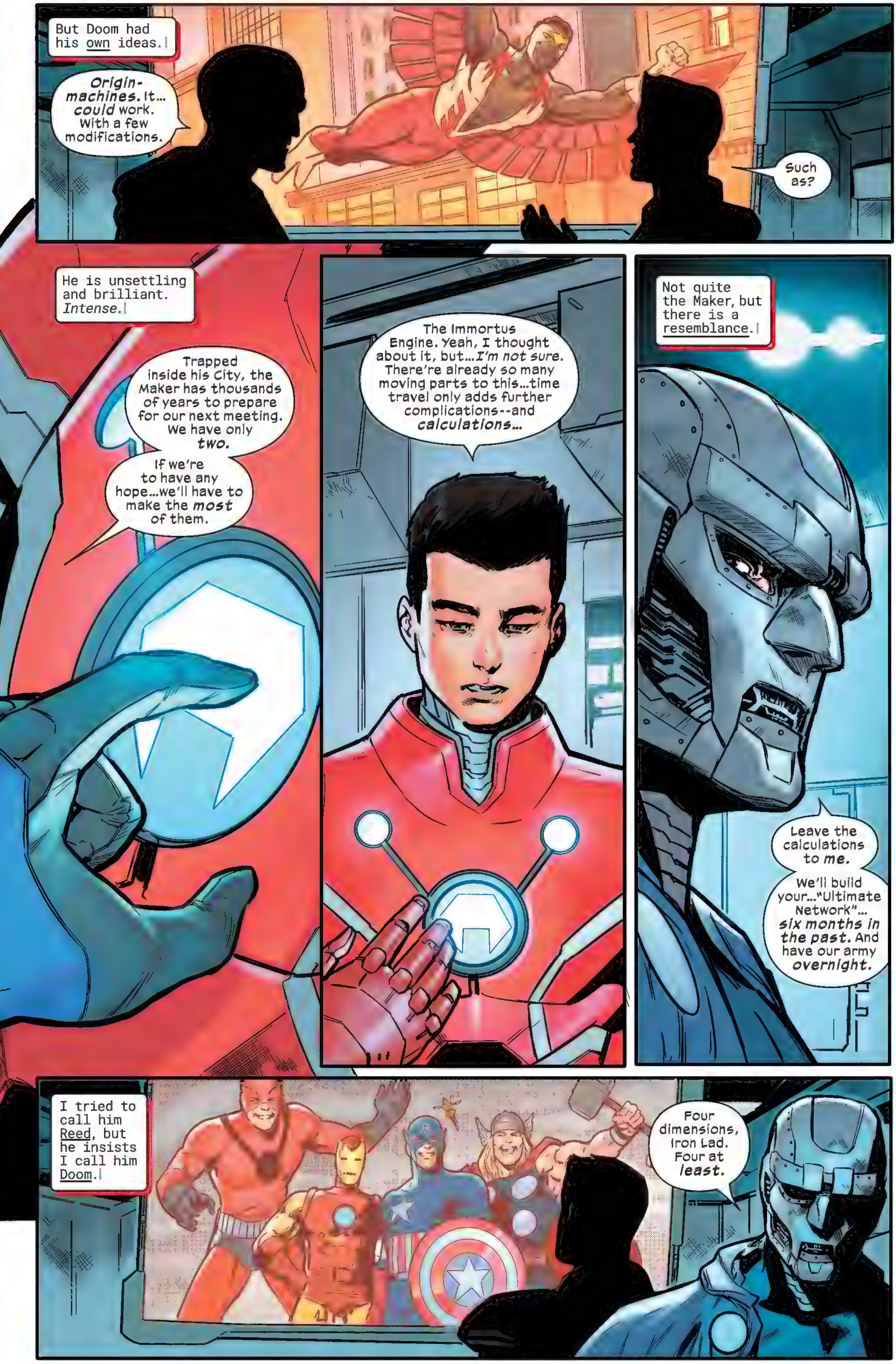

Dear Dad...
"Dear god..."
You sure made a mess of things, didn't you?
"What a mess."

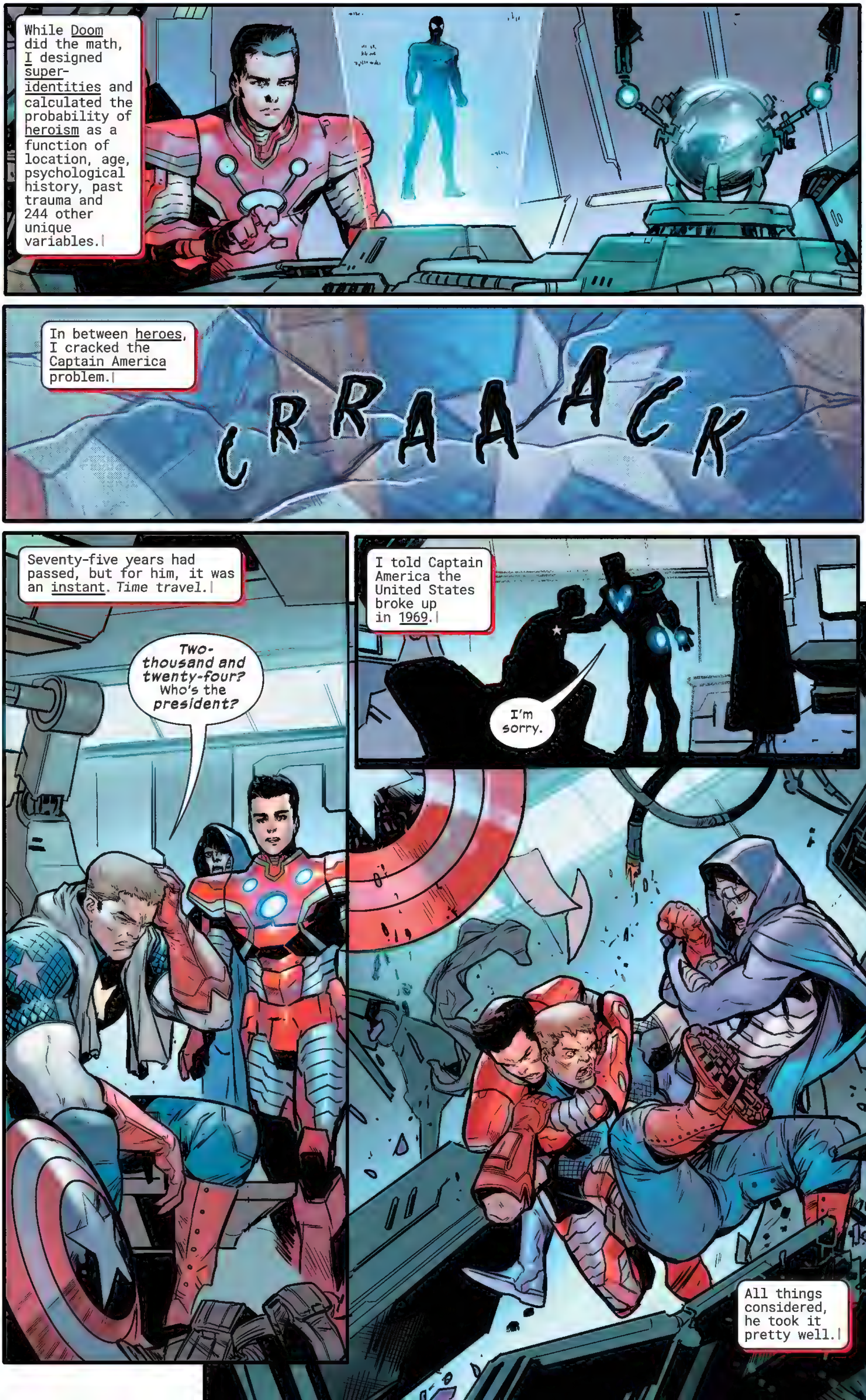

Six months, Dad. Six months you've been gone to the world.
REMEMBERING THE LIVES LOST IN T
TONY STARK IS PRESUMED DEAD
We can fix it.
I was referring to us, Iron Lad. We are a mess.
Six months trapped with that...monster.
For you, it probably seems like a thousand years.
But for us, it is like yesterday.

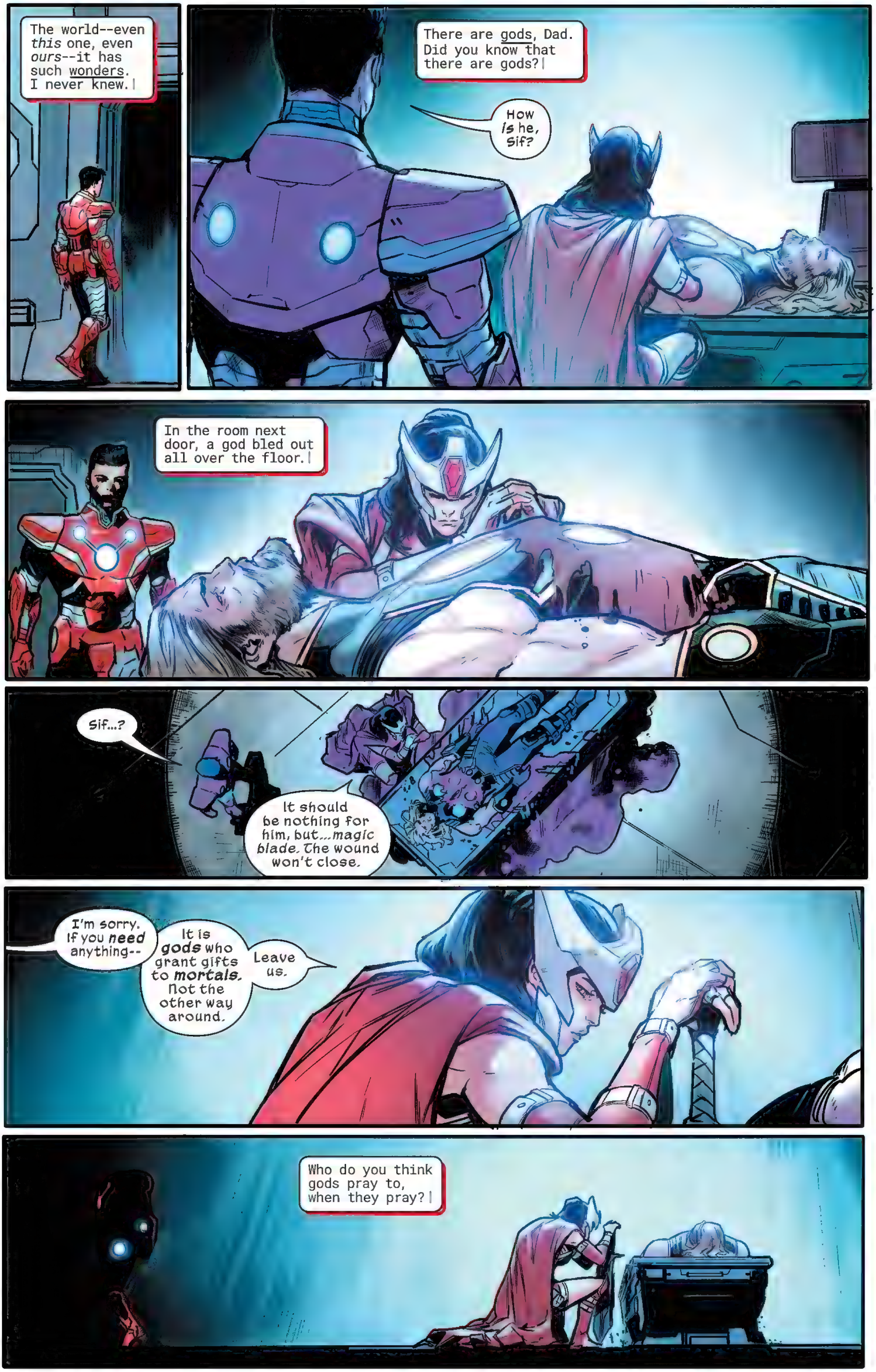

I *know*-- it doesn't look good. To review: We've escaped six months into the *future.* Thousands died in the attack on Stark Tower meant for *us.*
The perpetrators of that attack--a conspiracy of the worst and most powerful people imaginable--have taken control of both the *planet* and the *narrative.*
The world thinks we're *violent terrorists.*
Also--our most powerful ally is gravely injured. Another is trapped in *ice.*
And in eighteen months, the devil breaks out of Hell.
As I said: A *mess.*
But *we* have a *TIME MACHINE.*
We can *fix* it.
In an off-the-books Stane/Stark corporate spy satellite, we worked it all out.

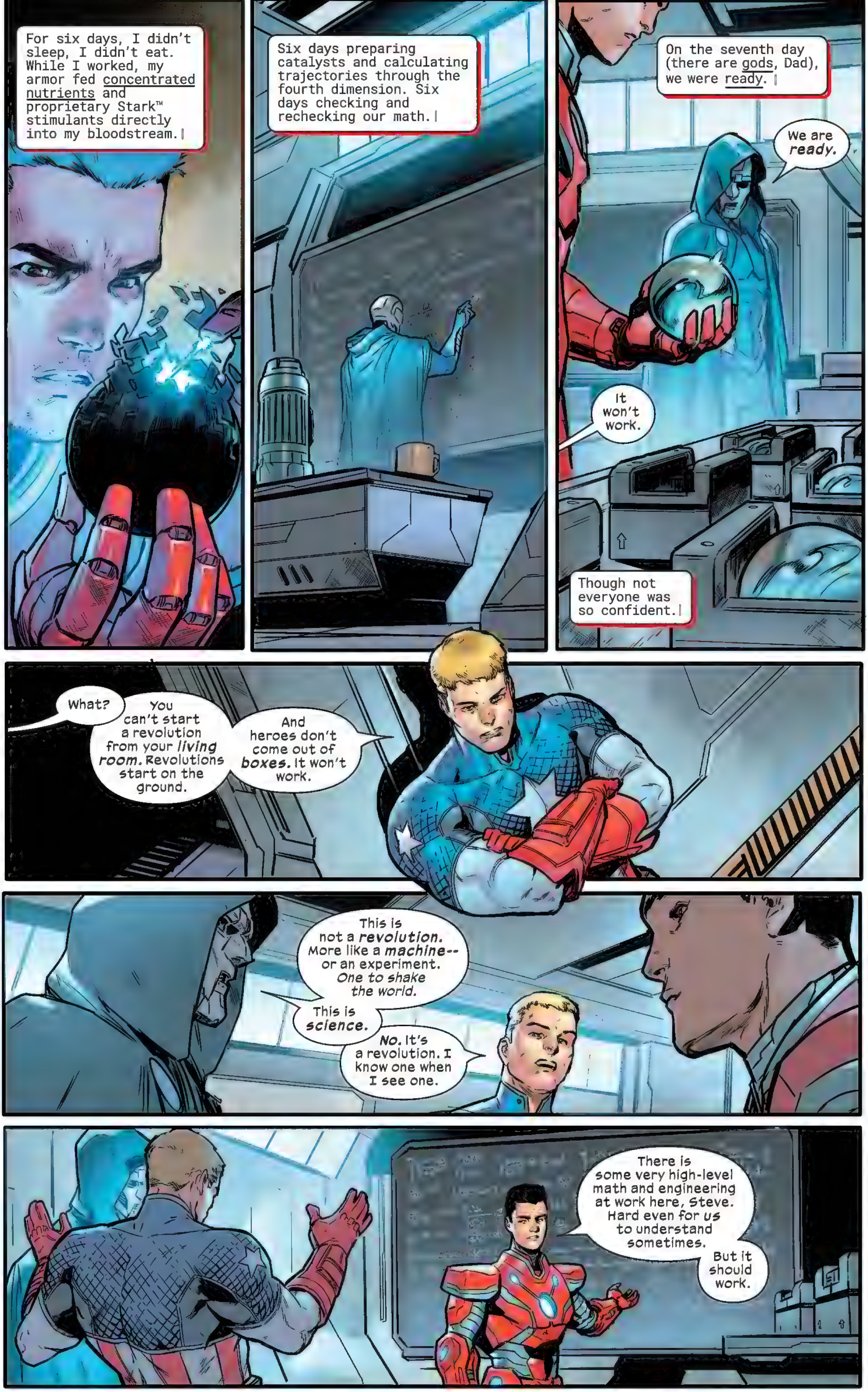

2 YEARS TO FIX THE WORLD
You mean *eighteen months.*
We've traveled six months into the future, Doom. It's *June.*
Not that complicated.
2 YEARS TO FIX THE WORLD
MAKER IMPRISONED / TEMPORAL DEFENSES DISABLED
1963
2024
"We have a time machine." You said it, but did you *understand* it? With the *Immortus Engine,* we can act simultaneously in the past, present *and* future.
You'll have to think in four dimensions if you want to *change the world,* Iron Lad.
Point taken. So why stop there? If we can go back six months, why not *60 years?* Why not fix *everything?*
MAKER IMPRISONED / TEMPORAL DEFENSES DISABLED
MAKER REALI
The Maker's work is not so easily *unmade.* Events *before* we disabled his temporal shields are out of reach--*for now.* So to speak.
There are high walls around the past. Six months is our current negative limit.
Okay... then we go back and stop the destruction of *Stark Tower.* That's within our range.
We failed to stop it *then.* How do you expect to stop it *now?*
Well...I have a few *ideas.*
Of course, I'd been thinking about how to change the world since my fifth birthday.

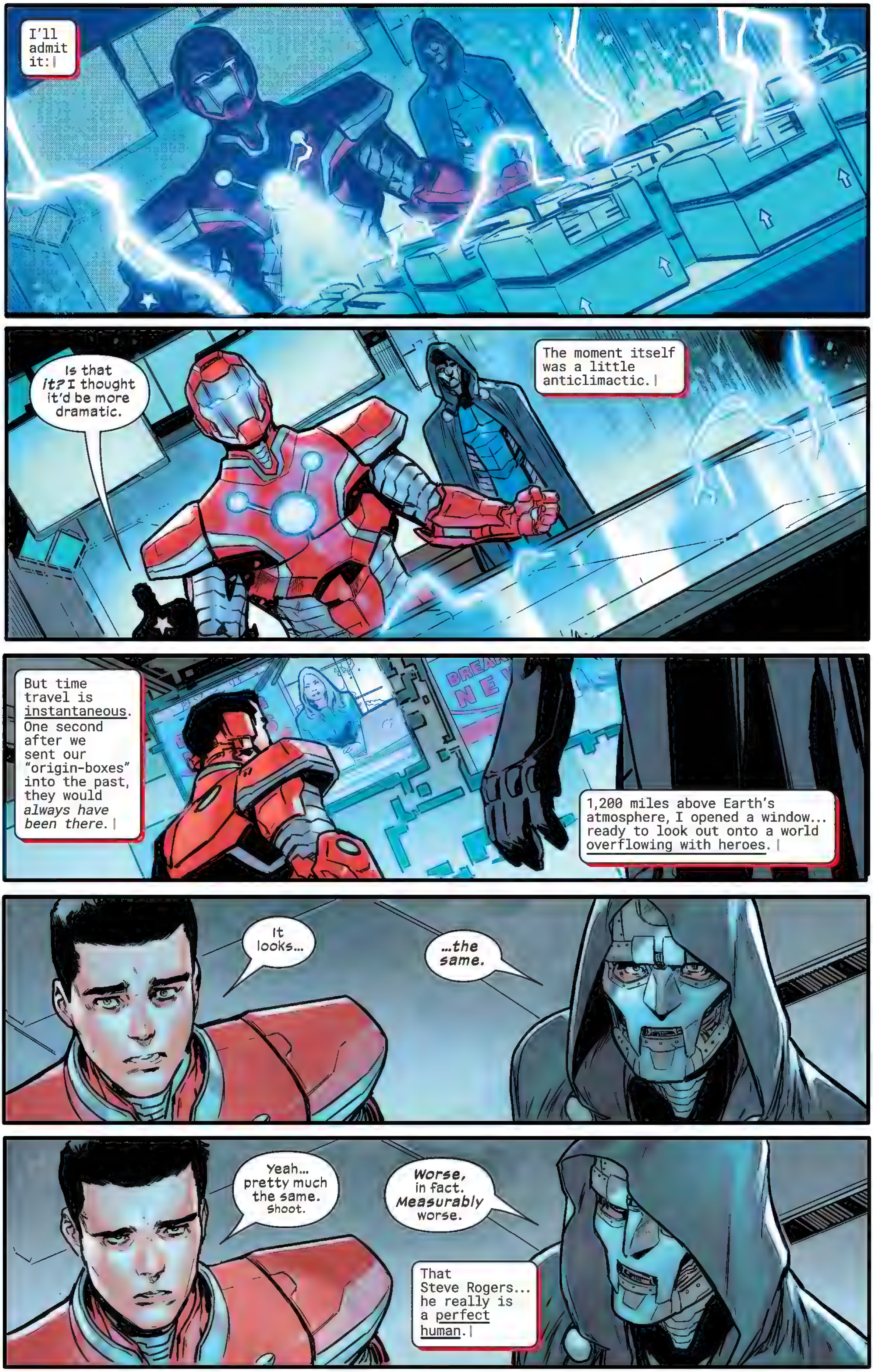

It will be a kind of... *super hero resistance network.*
ULTIMATES 1.0
Created from the post-human catalysts and files we stole from the Maker. Connected by Stark Tech and *common cause.*
Small at first, but growing *exponentially* as we add new nodes.
2 YEARS TO FIX TH
ULTIMATES
MAKER IMPRISONED / TEMPORAL DEFENSES DISABLED.
2024
REALEAS
026
You propose we re-create this other world *here?* This... *"Earth Six-One-Six"?*
I propose we put right what the Maker put wrong. To help this world become the world it is *supposed* to be.
A world of *heroes.*
This world is not *that* one. *Realities* diverge.
The Maker has purged himself of mercy. The people in these files are likely *dead.*
Then we'll find *replacements.* With the population data and computing power at our disposal, we can find *near-perfect* substitutes.
Where *history* fails, we'll let *science* choose.

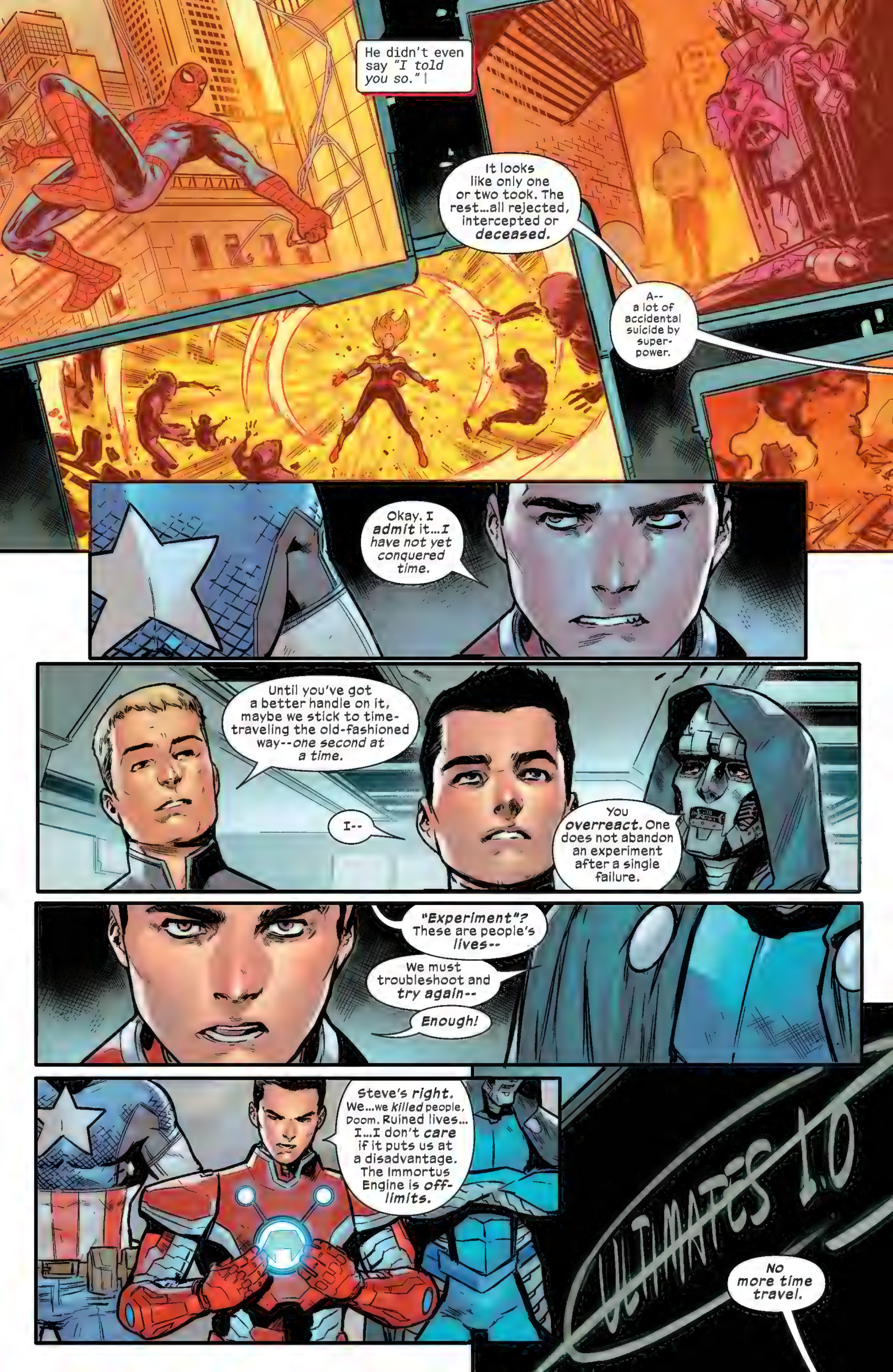

But Doom had his *own* ideas.
Origin-machines. It... *could* work. With a few modifications.
Such as?
He is unsettling and brilliant. *Intense.*
Trapped inside his City, the Maker has thousands of years to prepare for our next meeting. We have only *two.*
If we're to have any hope...we'll have to make the *most* of them.
The Immortus Engine. Yeah, I thought about it, but...*I'm not sure.* There're already so many moving parts to this...time travel only adds further complications--and *calculations...*
Not quite the Maker, but there is a *resemblance.*
Leave the calculations to *me.*
We'll build your..."Ultimate Network"... *six months in the past.* And have our army *overnight.*
I tried to call him *Reed*, but he insists I call him *Doom.*
Four dimensions, Iron Lad. Four at *least.*

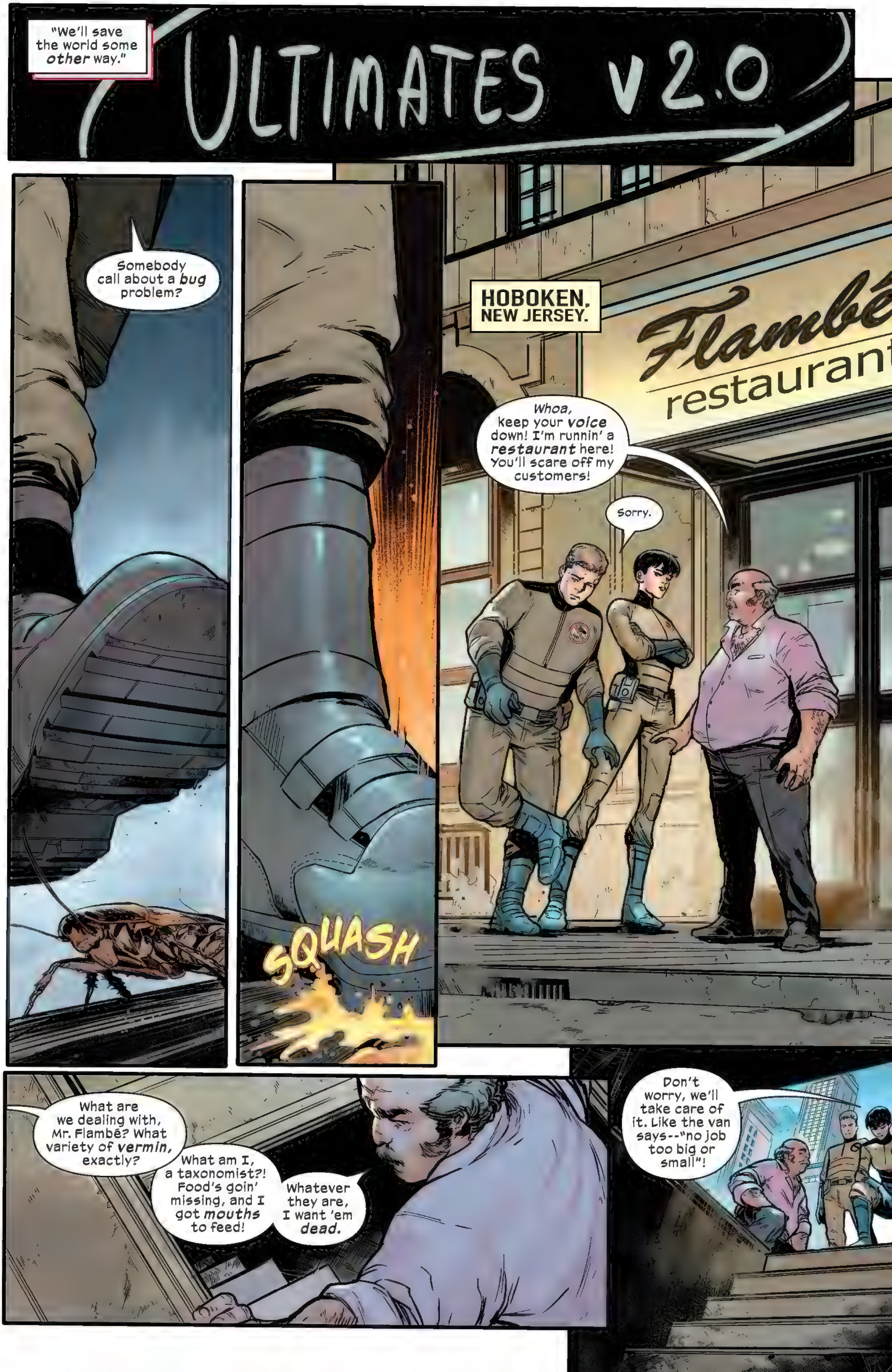

While Doom did the math, I designed super-identities and calculated the probability of heroism as a function of location, age, psychological history, past trauma and 244 other unique variables.
In between heroes, I cracked the Captain America problem.
CRRAAACK
Seventy-five years had passed, but for him, it was an instant. *Time travel.*
Two-thousand and twenty-four? Who's the president?
I told Captain America the United States broke up in 1969.
I'm sorry.
All things considered, he took it pretty well.

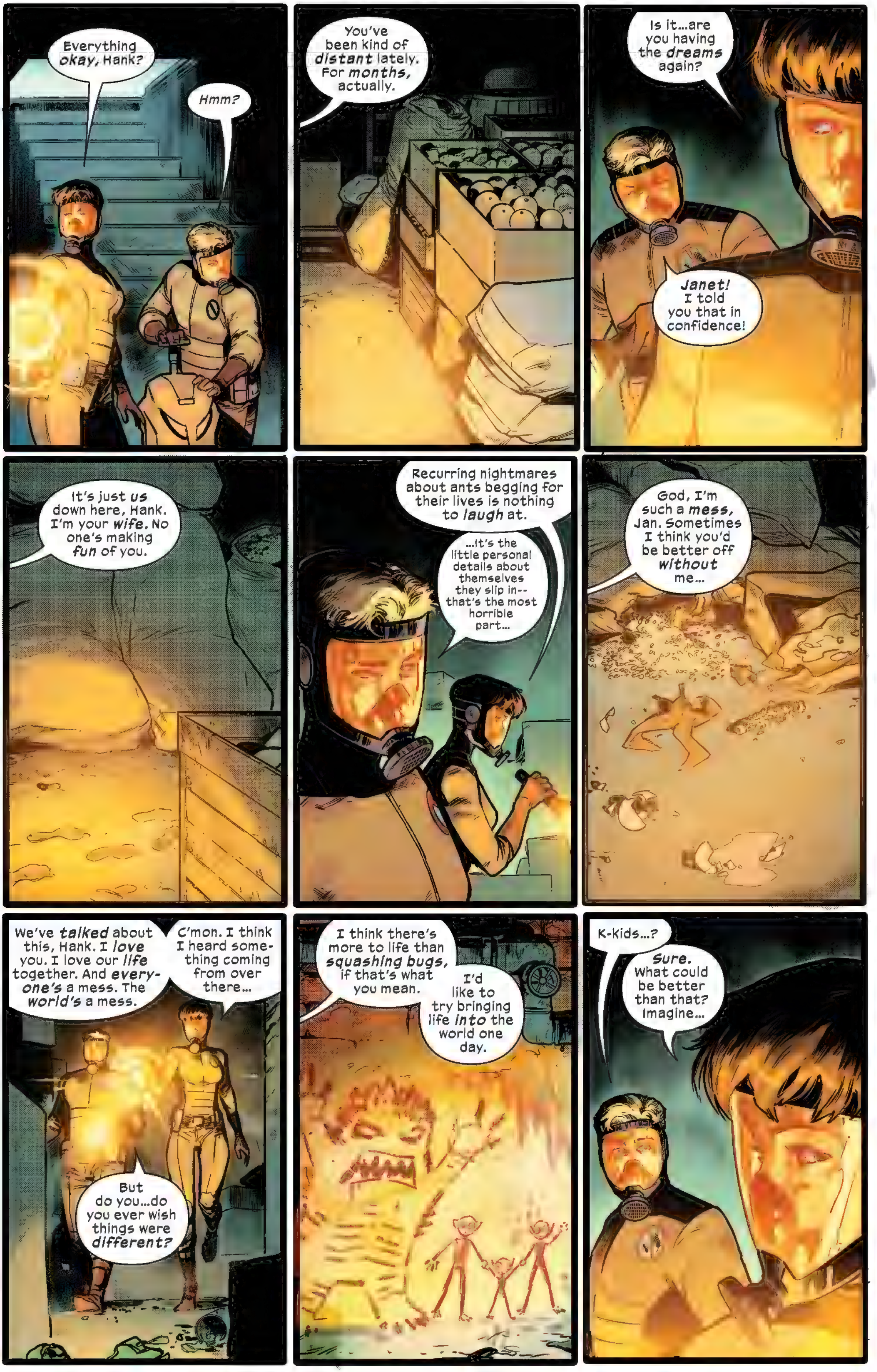

The world--even *this* one, even *ours*--it has such wonders. I never knew.
There are gods, Dad. Did you know that there are gods?
How *is* he, Sif?
In the room next door, a god bled out all over the floor.
Sif...?
It should be nothing for him, but...*magic blade*. The wound won't close.
I'm sorry. If you *need* anything--
It is *gods* who grant gifts to *mortals*. Not the other way around.
Leave us.
Who do you think gods pray to, when they pray?

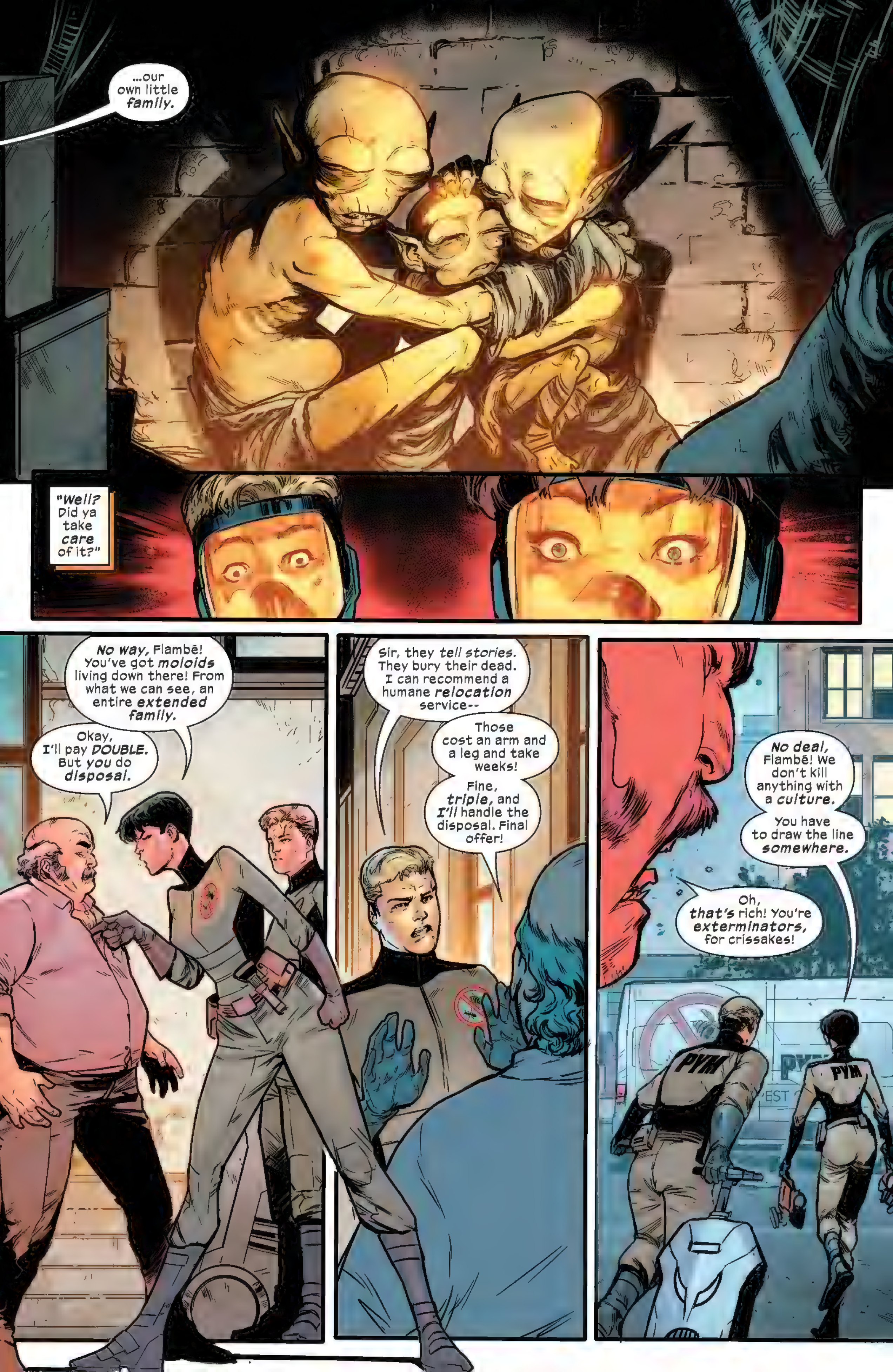

For six days, I didn't sleep, I didn't eat. While I worked, my armor fed concentrated nutrients and proprietary Stark™ stimulants directly into my bloodstream.
Six days preparing catalysts and calculating trajectories through the fourth dimension. Six days checking and rechecking our math.
On the seventh day (there are gods, Dad), we were ready.
We are *ready.*
It won't work.
Though not everyone was so confident.
What?
You can't start a revolution from your *living room.* Revolutions start on the ground.
And heroes don't come out of *boxes.* It won't work.
This is not a *revolution.* More like a *machine--* or an experiment. *One to shake the world.*
This is *science.*
No. It's a revolution. I know one when I see one.
There is some very high-level math and engineering at work here, Steve. Hard even for *us* to understand sometimes.
But it should work.

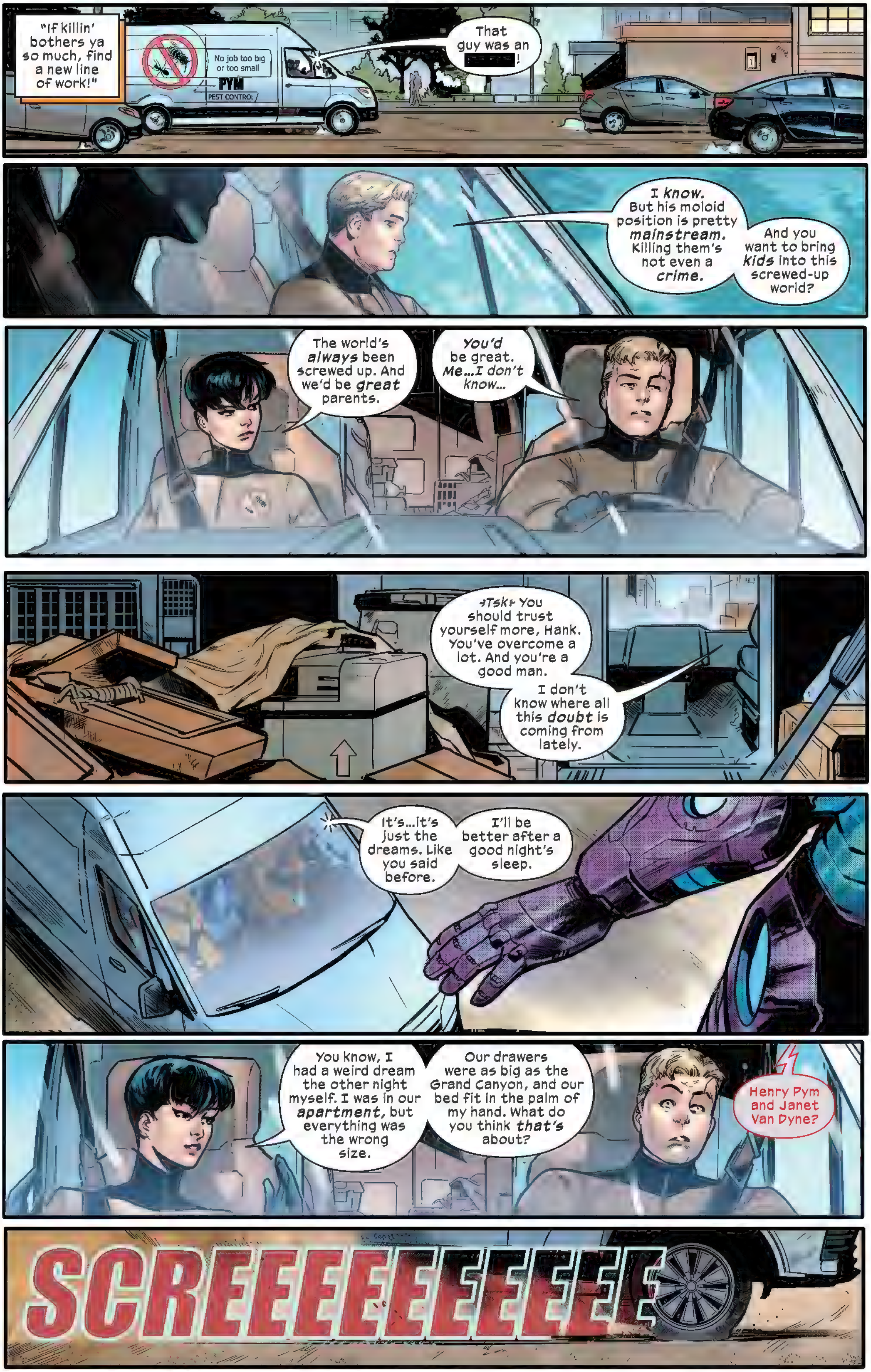

I'll admit it:
Is that *it?* I thought it'd be more dramatic.
The moment itself was a little anticlimactic.
But time travel is instantaneous. One second after we sent our "origin-boxes" into the past, they would *always have been there.*
BREAK NEW
1,200 miles above Earth's atmosphere, I opened a window... ready to look out onto a world overflowing with heroes.
It looks...
...the same.
Yeah... pretty much the same. Shoot.
Worse, in fact. *Measurably* worse.
That Steve Rogers... he really is a perfect human.

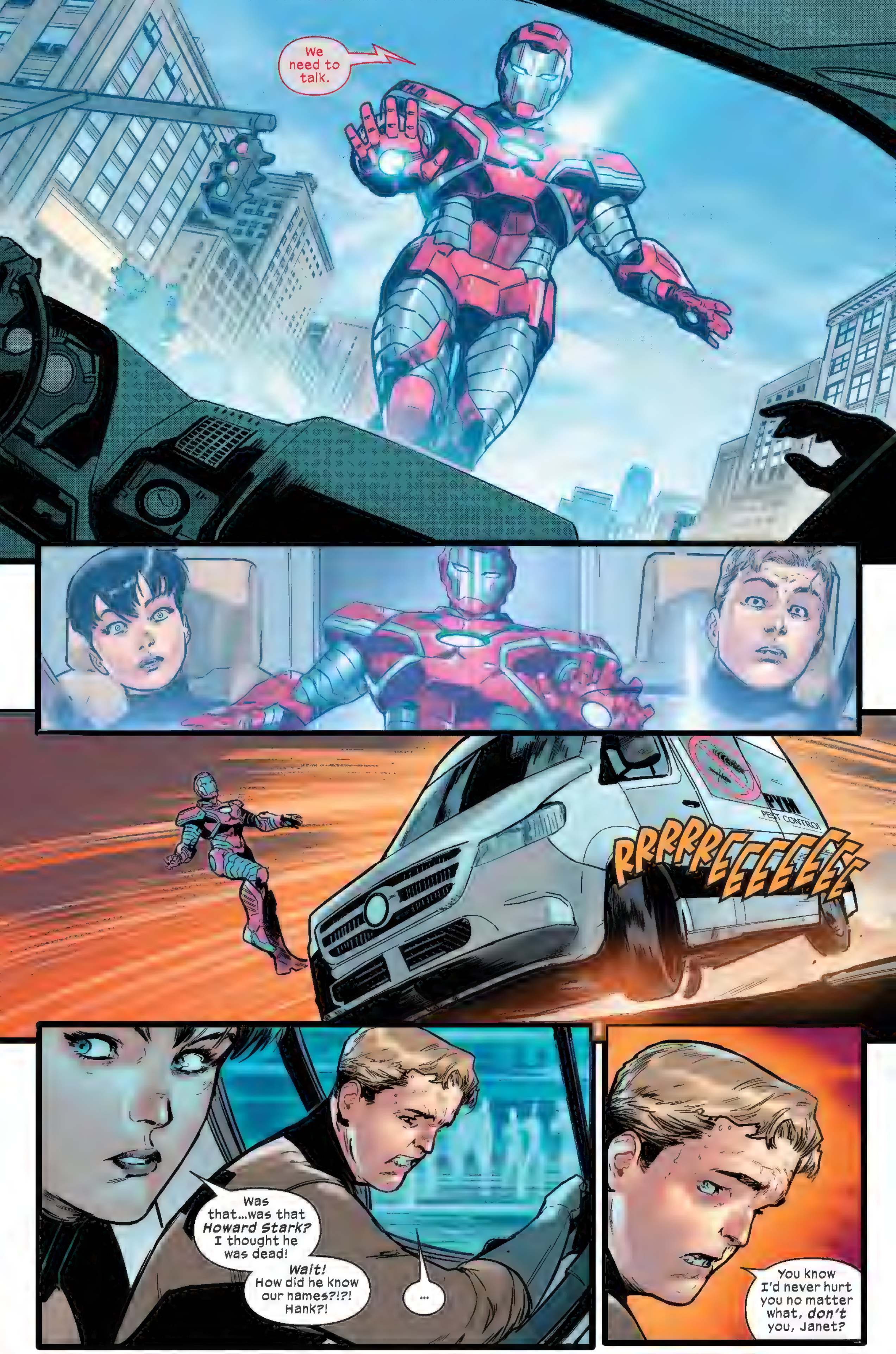

He didn't even say "I told you so."
It looks like only one or two took. The rest...all rejected, intercepted or deceased.
A-- a lot of accidental suicide by super-power.
Okay. I admit it...I have not yet conquered time.
Until you've got a better handle on it, maybe we stick to time-traveling the old-fashioned way--one second at a time.
I--
You overreact. One does not abandon an experiment after a single failure.
"Experiment"? These are people's lives--
We must troubleshoot and try again--
Enough!
Steve's right. We...we killed people, Doom. Ruined lives... I...I don't care if it puts us at a disadvantage. The Immortus Engine is off-limits.
ULTIMATES 1.0
No more time travel.

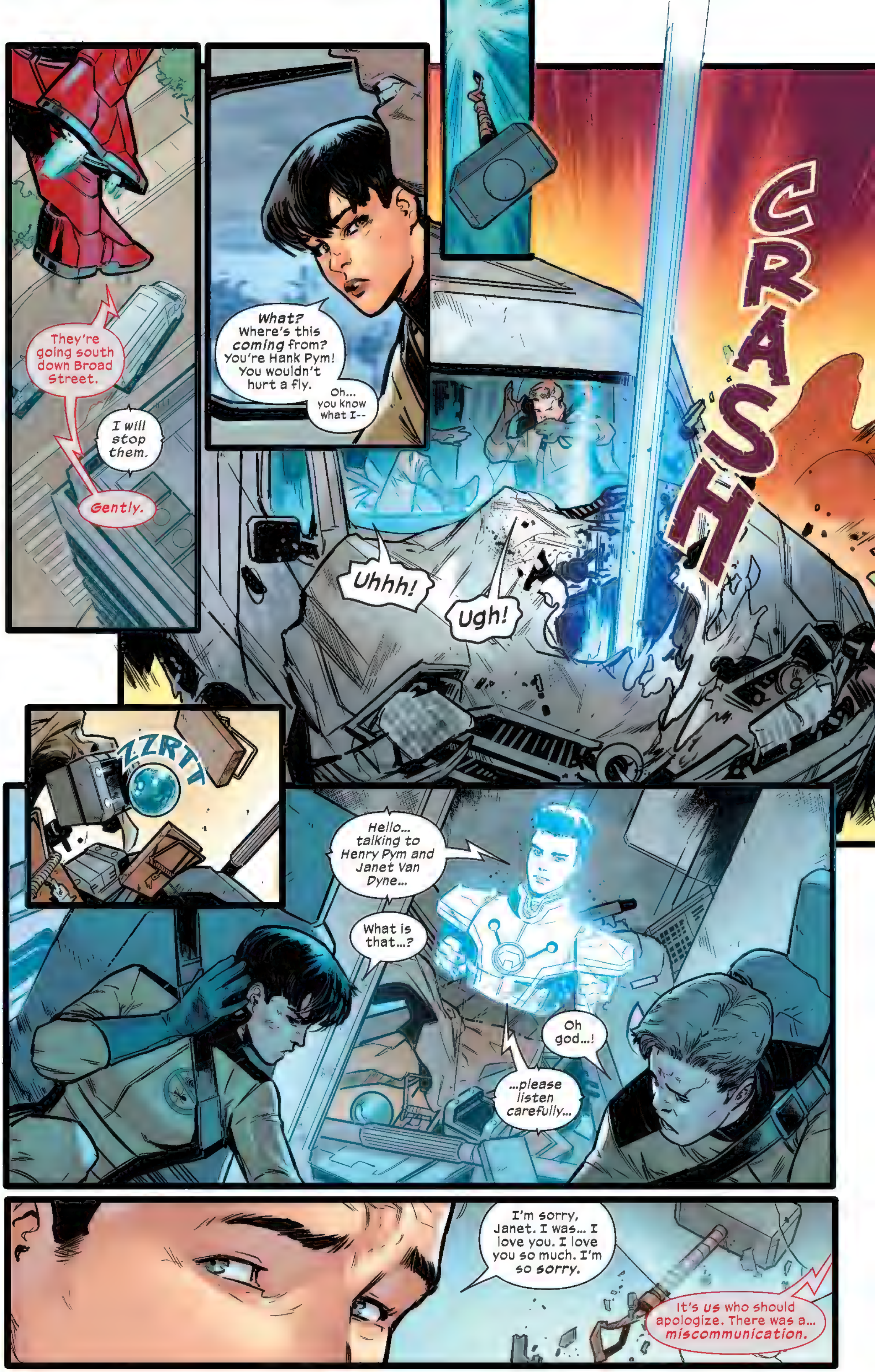

"We'll save the world some *other* way."
ULTIMATES v2.0
Somebody call about a *bug* problem?
SQUASH
HOBOKEN, NEW JERSEY.
Flambé
restaurant
Whoa, keep your *voice* down! I'm runnin' a *restaurant* here! You'll scare off my customers!
Sorry.
What are we dealing with, Mr. Flambé? What variety of *vermin*, exactly?
What am I, a taxonomist?! Food's goin' missing, and I got *mouths* to feed!
Whatever they are, I want 'em *dead*.
Don't worry, we'll take care of it. Like the van says--"no job too big or small"!

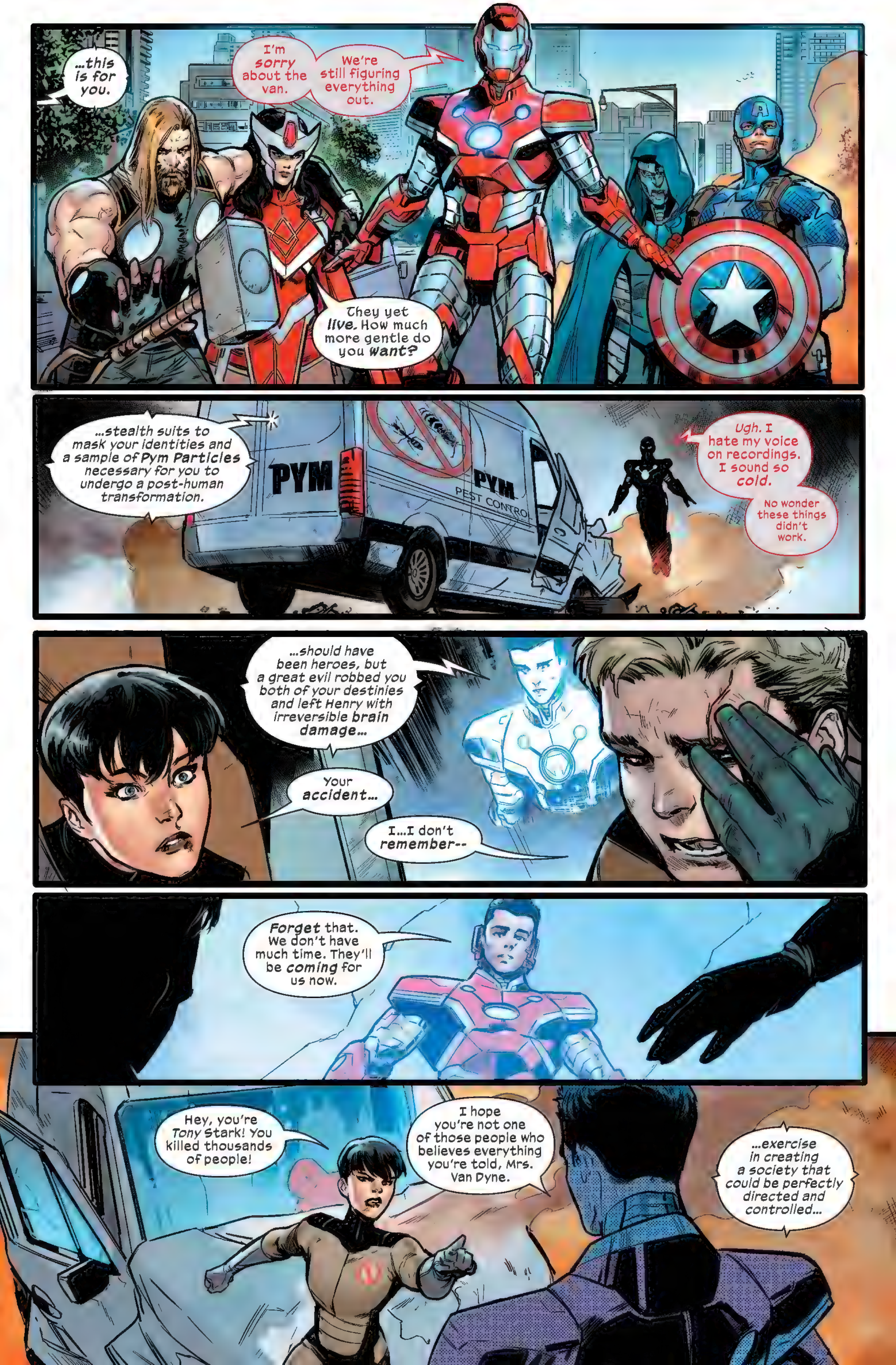

Everything okay, Hank?
Hmm?
You've been kind of distant lately. For months, actually.
Is it...are you having the dreams again?
Janet! I told you that in confidence!
It's just us down here, Hank. I'm your wife. No one's making fun of you.
Recurring nightmares about ants begging for their lives is nothing to laugh at.
...It's the little personal details about themselves they slip in-- that's the most horrible part...
God, I'm such a mess, Jan. Sometimes I think you'd be better off without me...
We've talked about this, Hank. I love you. I love our life together. And everyone's a mess. The world's a mess.
C'mon. I think I heard something coming from over there...
But do you...do you ever wish things were different?
I think there's more to life than squashing bugs, if that's what you mean.
I'd like to try bringing life into the world one day.
K-kids...?
Sure. What could be better than that? Imagine...

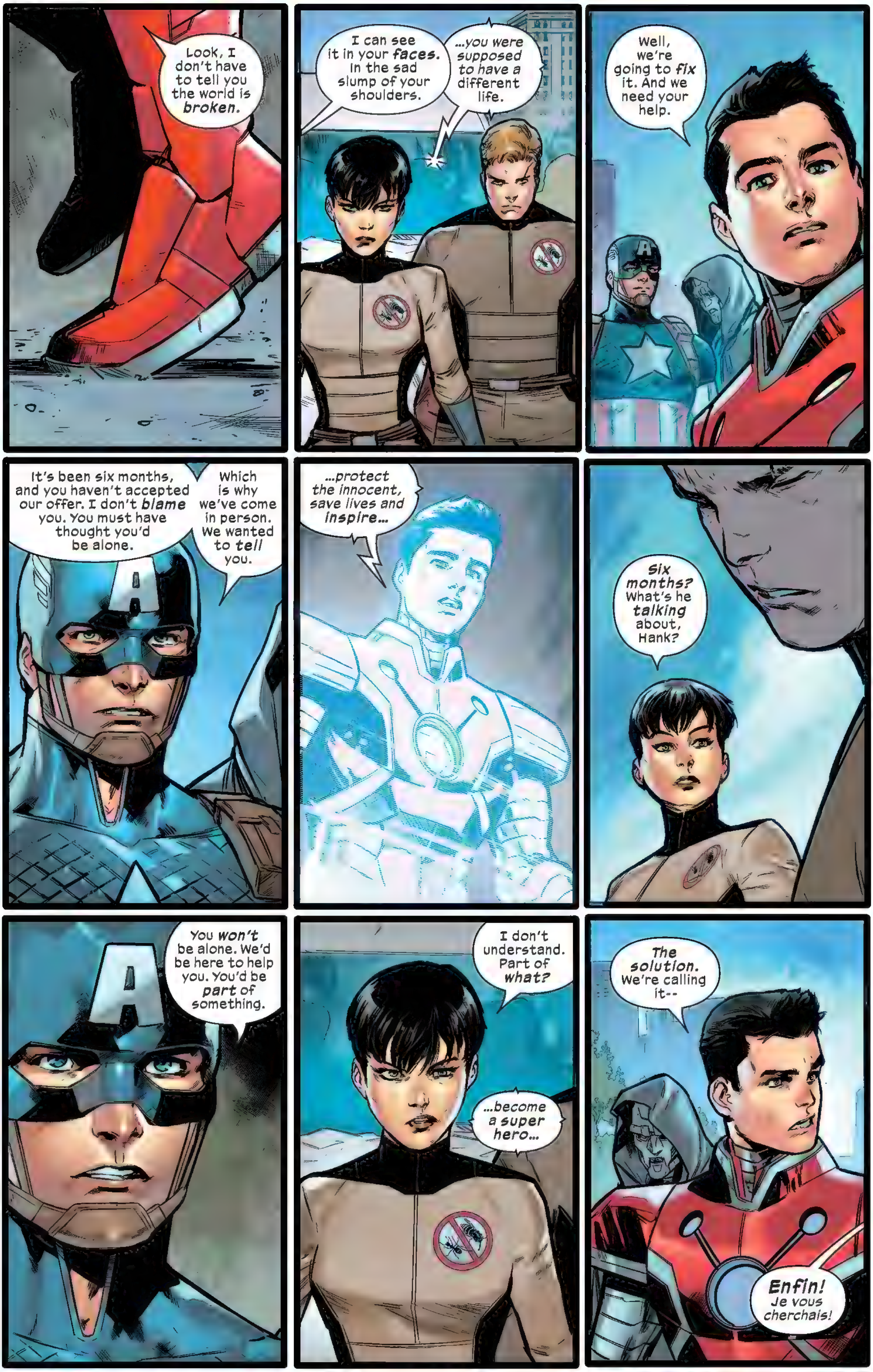

...our own little *family.*
"*Well?* Did ya take *care* of it?"
No way, Flambé! You've got *moloids* living down there! From what we can see, an entire *extended family.*
Okay, I'll pay *DOUBLE.* But *you* do *disposal.*
Sir, they *tell stories.* They bury their dead. I can recommend a humane *relocation* service--
Those cost an arm and a leg and take weeks!
Fine, *triple,* and *I'll* handle the disposal. Final offer!
No deal, Flambé! We don't kill anything with a *culture.*
You have to draw the line *somewhere.*
Oh, *that's* rich! You're *exterminators,* for crissakes!
PYM
PYM
PYM
EST

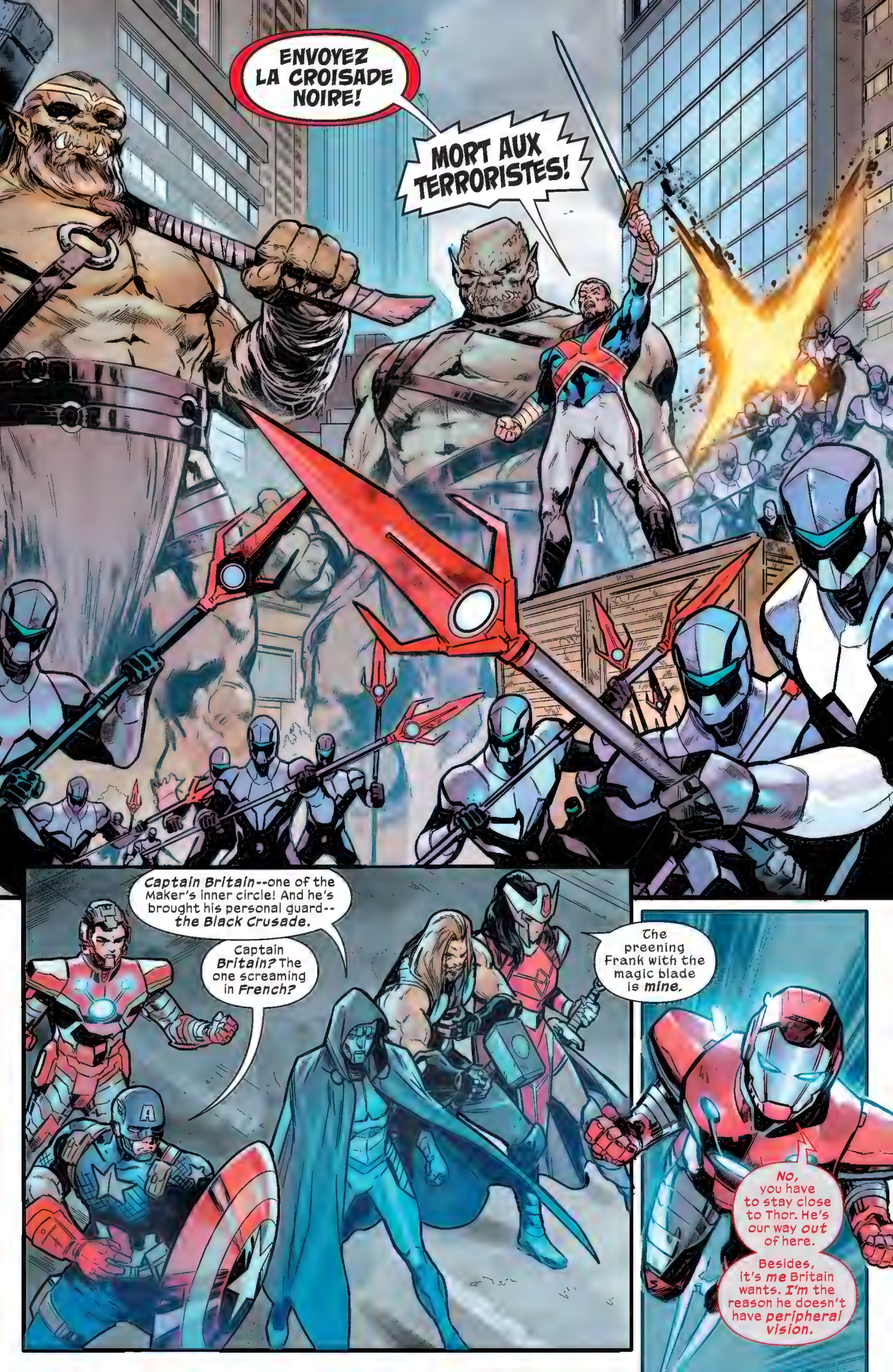

"If killin' bothers ya so much, find a new line of work!"
No job too big or too small
PYM
PEST CONTROL
That guy was an [redacted]!
I know. But his moloid position is pretty *mainstream.* Killing them's not even a *crime.*
And you want to bring *kids* into this screwed-up world?
The world's *always* been screwed up. And we'd be *great* parents.
You'd be great. *Me...I don't know...*
Tsk You should trust yourself more, Hank. You've overcome a lot. And you're a good man.
I don't know where all this *doubt* is coming from lately.
It's...it's just the dreams. Like you said before.
I'll be better after a good night's sleep.
You know, I had a weird dream the other night myself. I was in our *apartment,* but everything was the wrong size.
Our drawers were as big as the Grand Canyon, and our bed fit in the palm of my hand. What do you think *that's* about?
Henry Pym and Janet Van Dyne?
SCREEEEEEEEE!

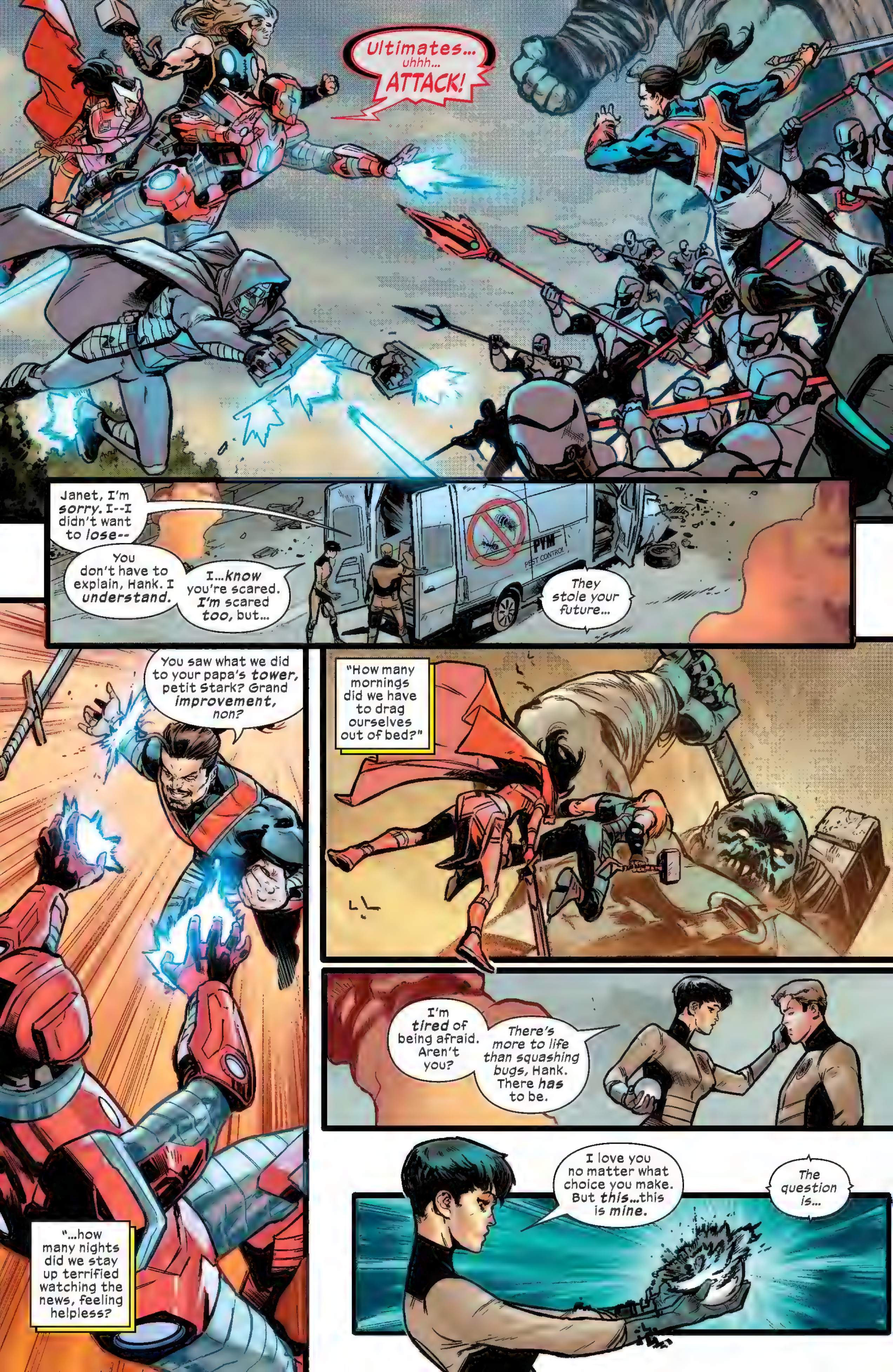

We need to talk.
PYM PEST CONTROL
RRRRREEEEEEEE
Was that...was that *Howard Stark?* I thought he was dead!
Wait! How did he know our names?!?! Hank?!
...
You know I'd never hurt you no matter what, *don't* you, Janet?

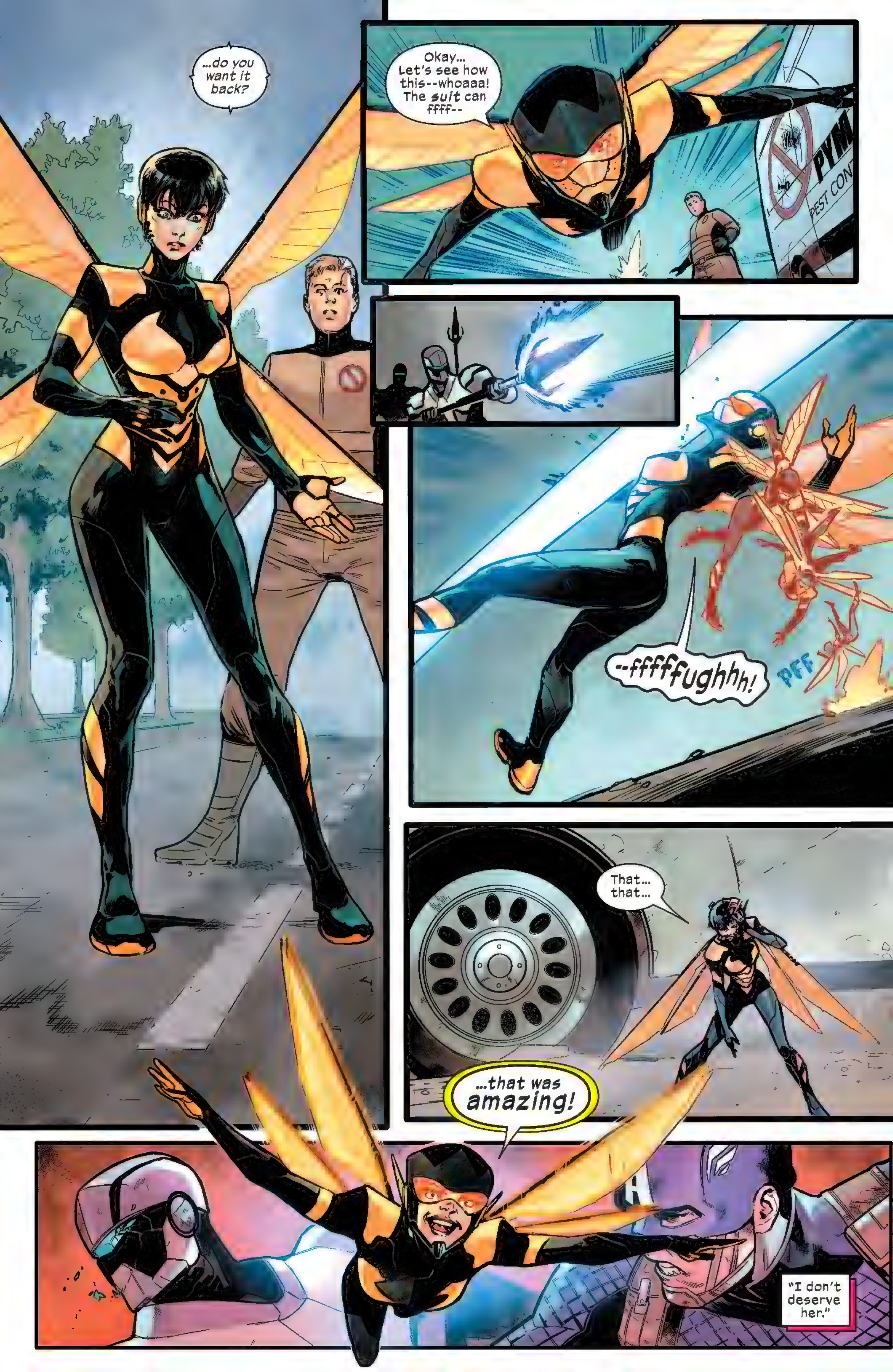

They're going south down Broad Street.
I will stop them.
Gently.
What? Where's this coming from? You're Hank Pym! You wouldn't hurt a fly.
Oh... you know what I--
CRASH
Uhhh!
Ugh!
ZZRTT
Hello... talking to Henry Pym and Janet Van Dyne...
What is that...?
Oh god...!
...please listen carefully...
I'm sorry, Janet. I was... I love you. I love you so much. I'm so sorry.
It's us who should apologize. There was a... miscommunication.

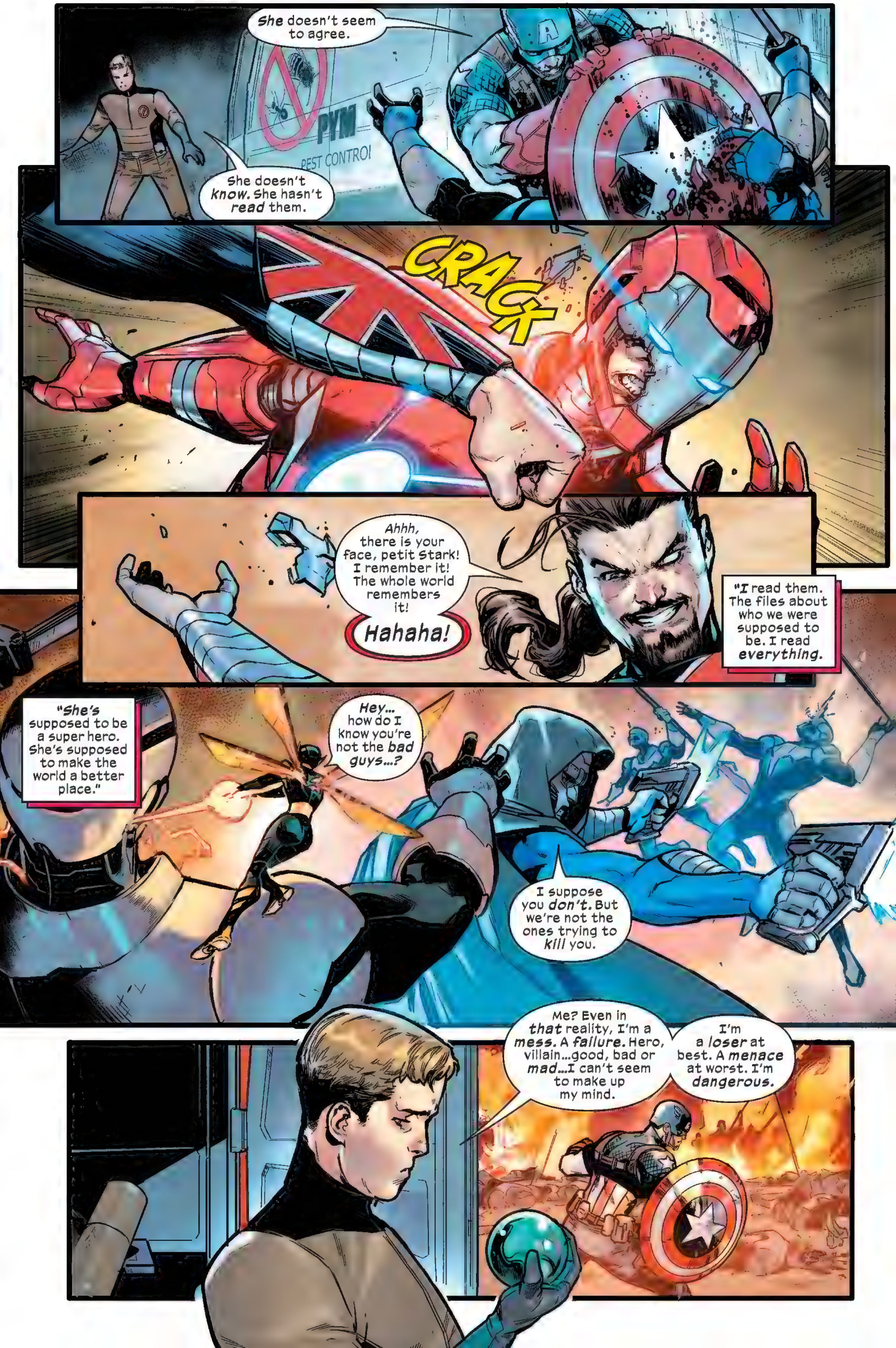

...this is for you.
I'm sorry about the van.
We're still figuring everything out.
They yet live. How much more gentle do you want?
...stealth suits to mask your identities and a sample of Pym Particles necessary for you to undergo a post-human transformation.
PYM
PYM PEST CONTROL
Ugh. I hate my voice on recordings. I sound so cold.
No wonder these things didn't work.
...should have been heroes, but a great evil robbed you both of your destinies and left Henry with irreversible brain damage...
Your accident...
I...I don't remember--
Forget that. We don't have much time. They'll be coming for us now.
Hey, you're Tony Stark! You killed thousands of people!
I hope you're not one of those people who believes everything you're told, Mrs. Van Dyne.
...exercise in creating a society that could be perfectly directed and controlled...

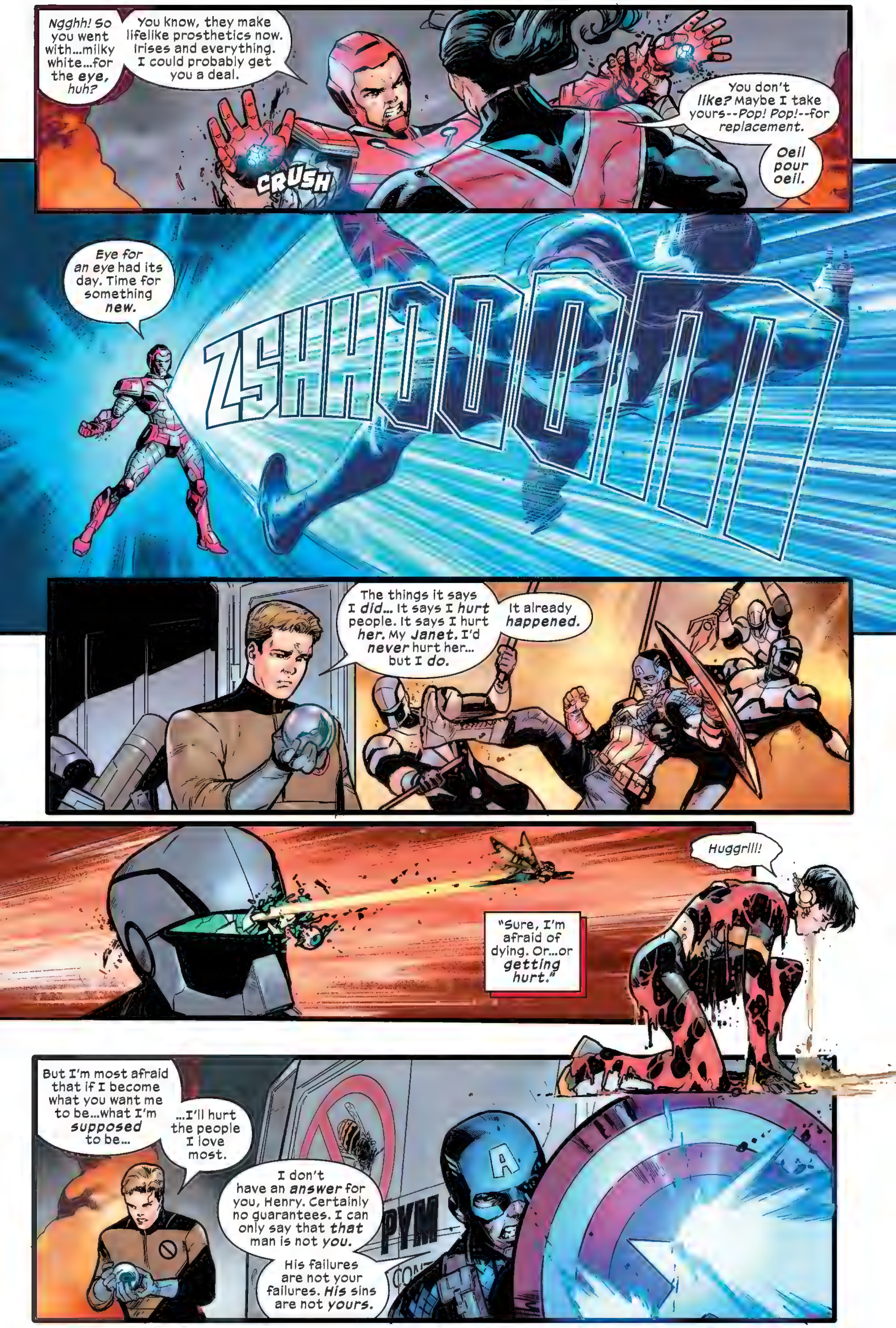

Look, I don't have to tell you the world is *broken.*
I can see it in your *faces.* In the sad slump of your shoulders.
...*you were supposed to have a different life.*
Well, we're going to *fix* it. And we need your help.
It's been six months, and you haven't accepted our offer. I don't *blame* you. You must have thought you'd be alone.
Which is why we've come in person. We wanted to *tell* you.
...protect the innocent, save lives and inspire...
Six months? What's he *talking* about, Hank?
You *won't* be alone. We'd be here to help you. You'd be *part* of something.
I don't understand. Part of *what?*
...become a super hero...
The solution. We're calling it--
Enfin! Je vous cherchais!

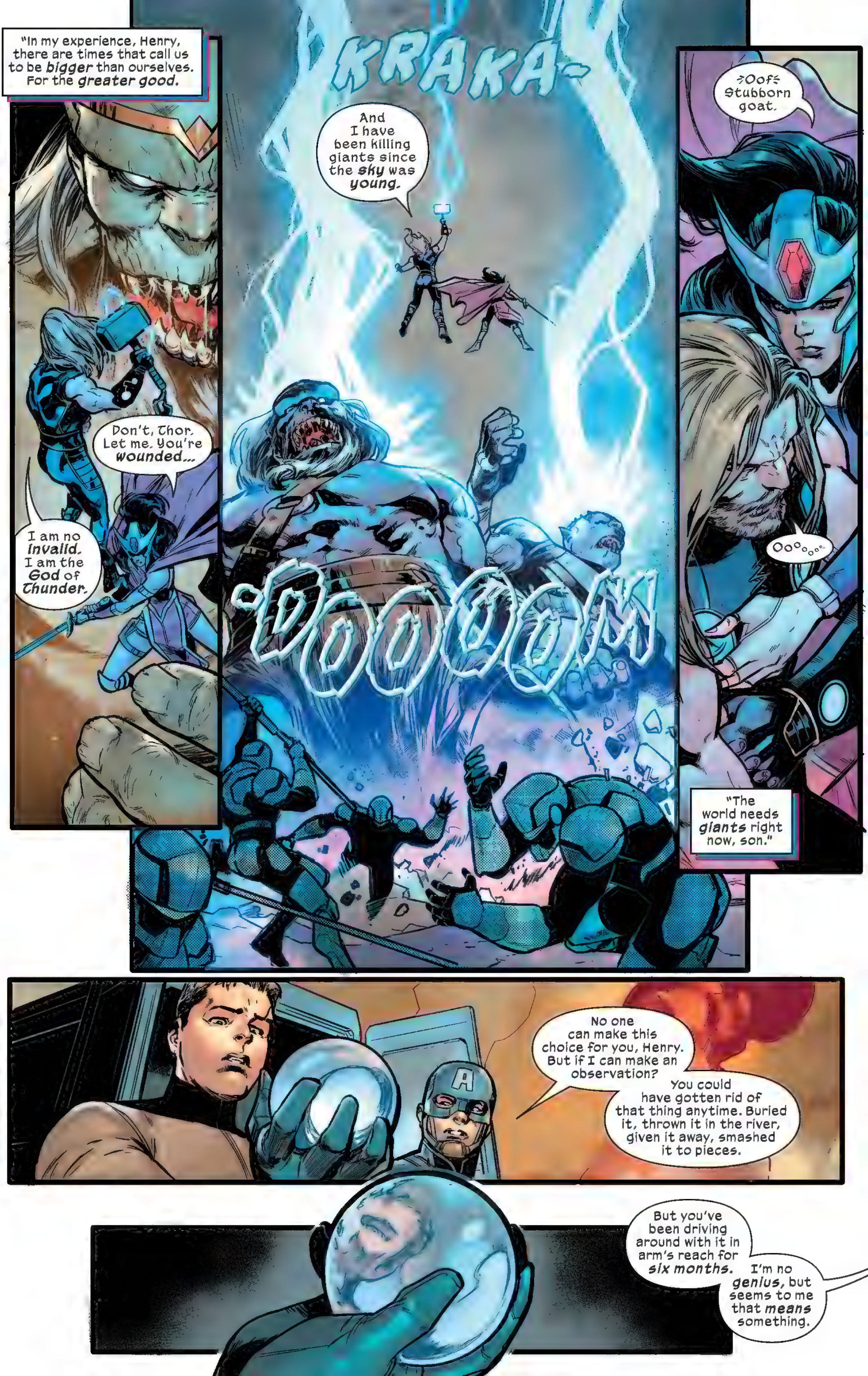

ENVOYEZ LA CROISADE NOIRE!
MORT AUX TERRORISTES!
Captain Britain--one of the Maker's inner circle! And he's brought his personal guard-- *the Black Crusade.*
Captain *Britain?* The one screaming in *French?*
The preening Frank with the magic blade is *mine.*
No, you have to stay close to Thor. He's our way *out* of here.
Besides, it's *me* Britain wants. *I'm* the reason he doesn't have *peripheral vision.*

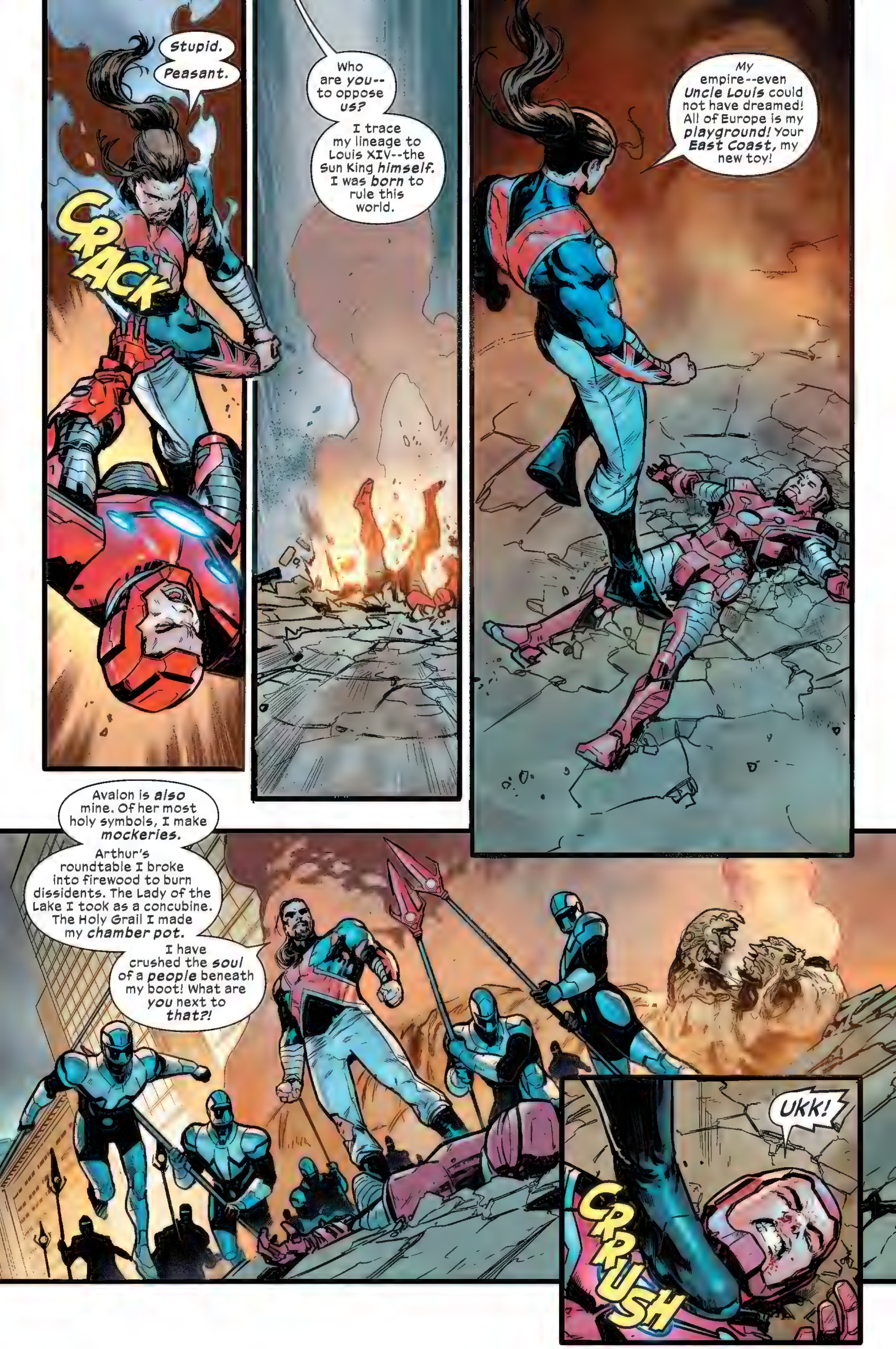

Ultimates... uhhh... ATTACK!
Janet, I'm *sorry*. I--I didn't want to *lose*--
You don't have to explain, Hank. I *understand*.
I...*know* you're scared. *I'm* scared *too*, but...
They stole your future...
PYM PEST CONTROL
You saw what we did to your papa's *tower*, petit Stark? Grand *improvement*, non?
"How many mornings did we have to drag ourselves out of bed?"
"...how many nights did we stay up terrified watching the news, feeling helpless?
I'm *tired* of being afraid. Aren't you?
There's more to life than squashing bugs, Hank. There *has* to be.
I love you no matter what choice you make. But *this*...this is *mine*.
The question is...

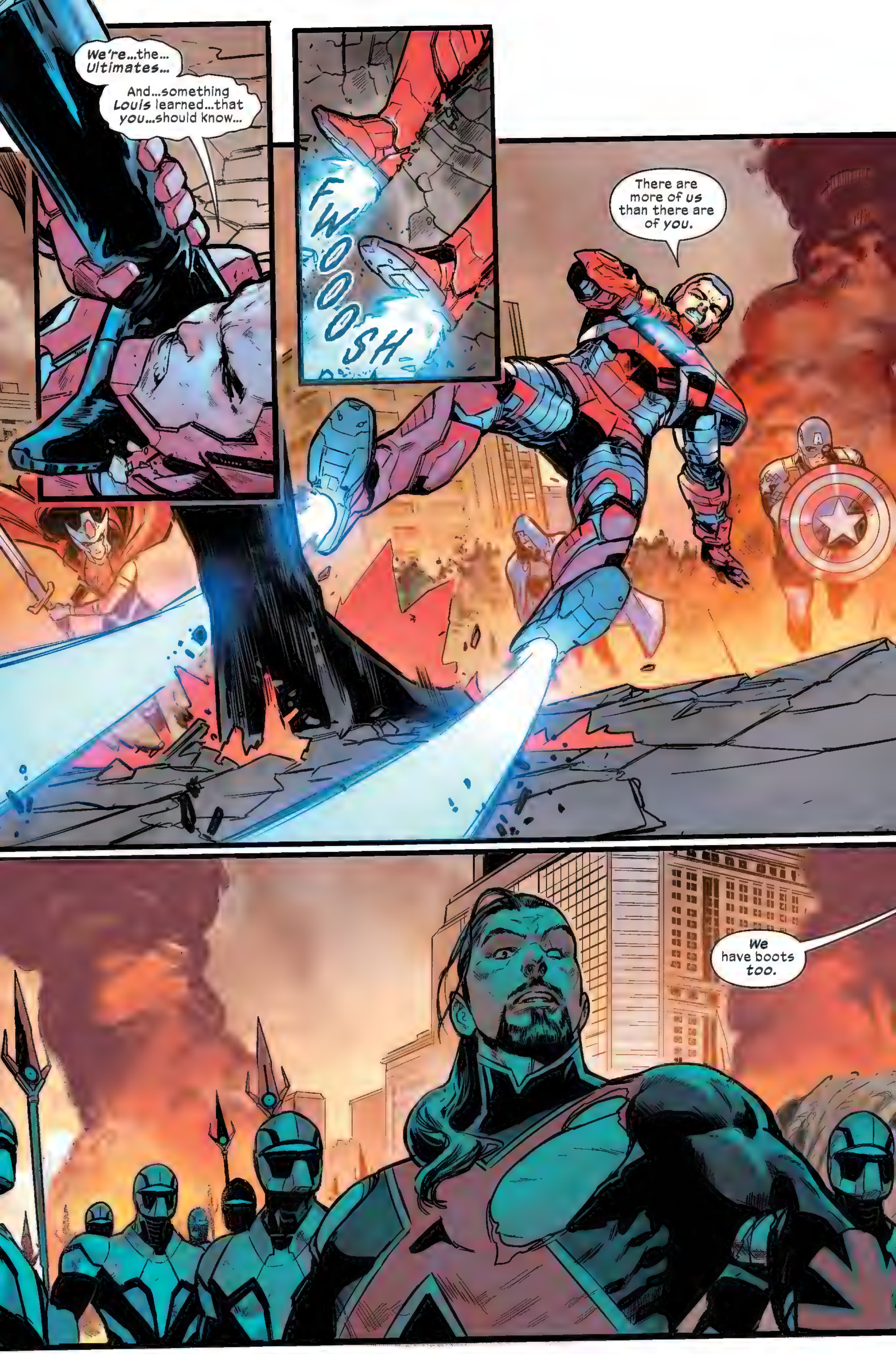

...do you want it back?
Okay... Let's see how this--whoaaa! The *suit* can ffff--
PYM PEST CONT
--fffffughhh!
PFF
That... that...
...that was *amazing!*
"I don't deserve her."

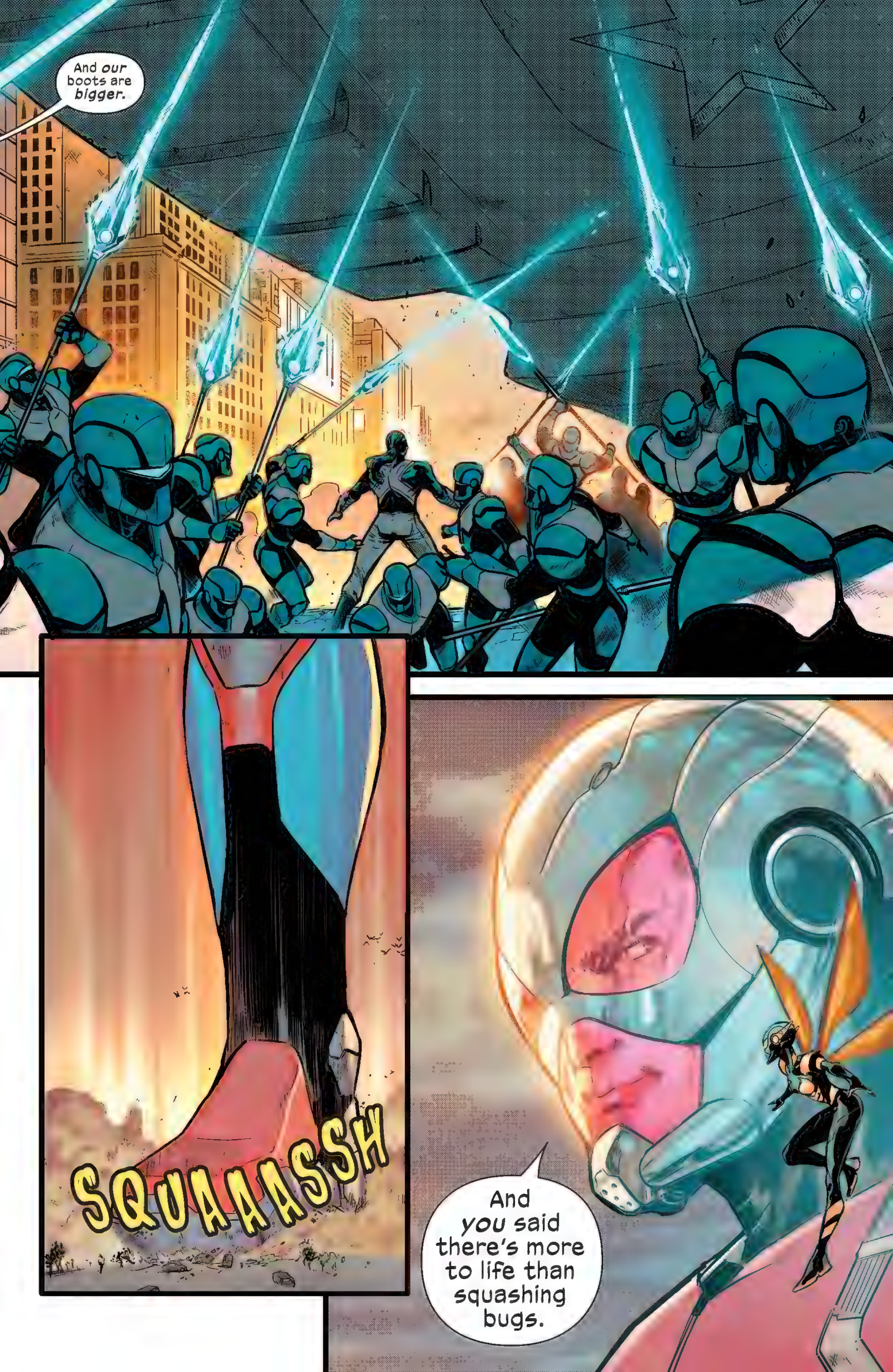

She doesn't seem to agree.
PYM
PEST CONTRO
She doesn't know. She hasn't read them.
CRACK
Ahhh, there is your face, petit Stark! I remember it! The whole world remembers it!
Hahaha!
"I read them. The files about who we were supposed to be. I read everything.
"She's supposed to be a super hero. She's supposed to make the world a better place."
Hey... how do I know you're not the bad guys...?
I suppose you don't. But we're not the ones trying to kill you.
Me? Even in that reality, I'm a mess. A failure. Hero, villain...good, bad or mad...I can't seem to make up my mind.
I'm a loser at best. A menace at worst. I'm dangerous.

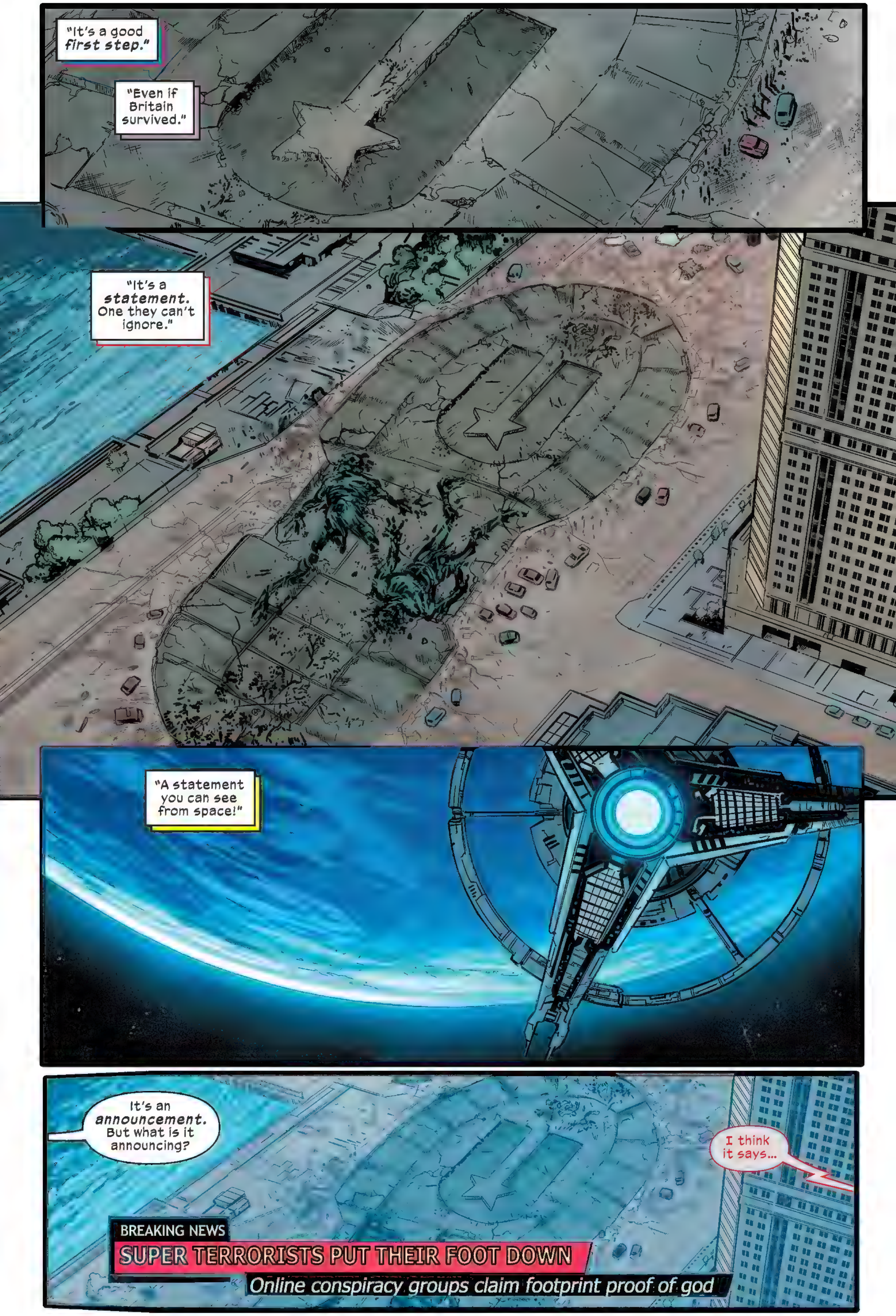

Ngghh! So you went with...milky white...for the *eye*, *huh?*
You know, they make lifelike prosthetics now. Irises and everything. I could probably get you a deal.
CRUSH
You don't *like?* Maybe I take yours--*Pop! Pop!*--for replacement.
Oeil pour oeil.
Eye for an eye had its day. Time for something *new.*
ZSHHOOOM
The things it says I *did*... It says I *hurt* people. It says I hurt *her.* My *Janet.* I'd *never* hurt her... but I *do.*
It already *happened.*
Huggrlll!
"Sure, I'm afraid of dying. Or...or *getting hurt.*"
But I'm most afraid that if I become what you want me to be...what I'm *supposed* to be...
...I'll hurt the people I love most.
I don't have an *answer* for you, Henry. Certainly no guarantees. I can only say that *that* man is not *you.*
His failures are not your failures. *His* sins are not *yours.*
PYM
CONT

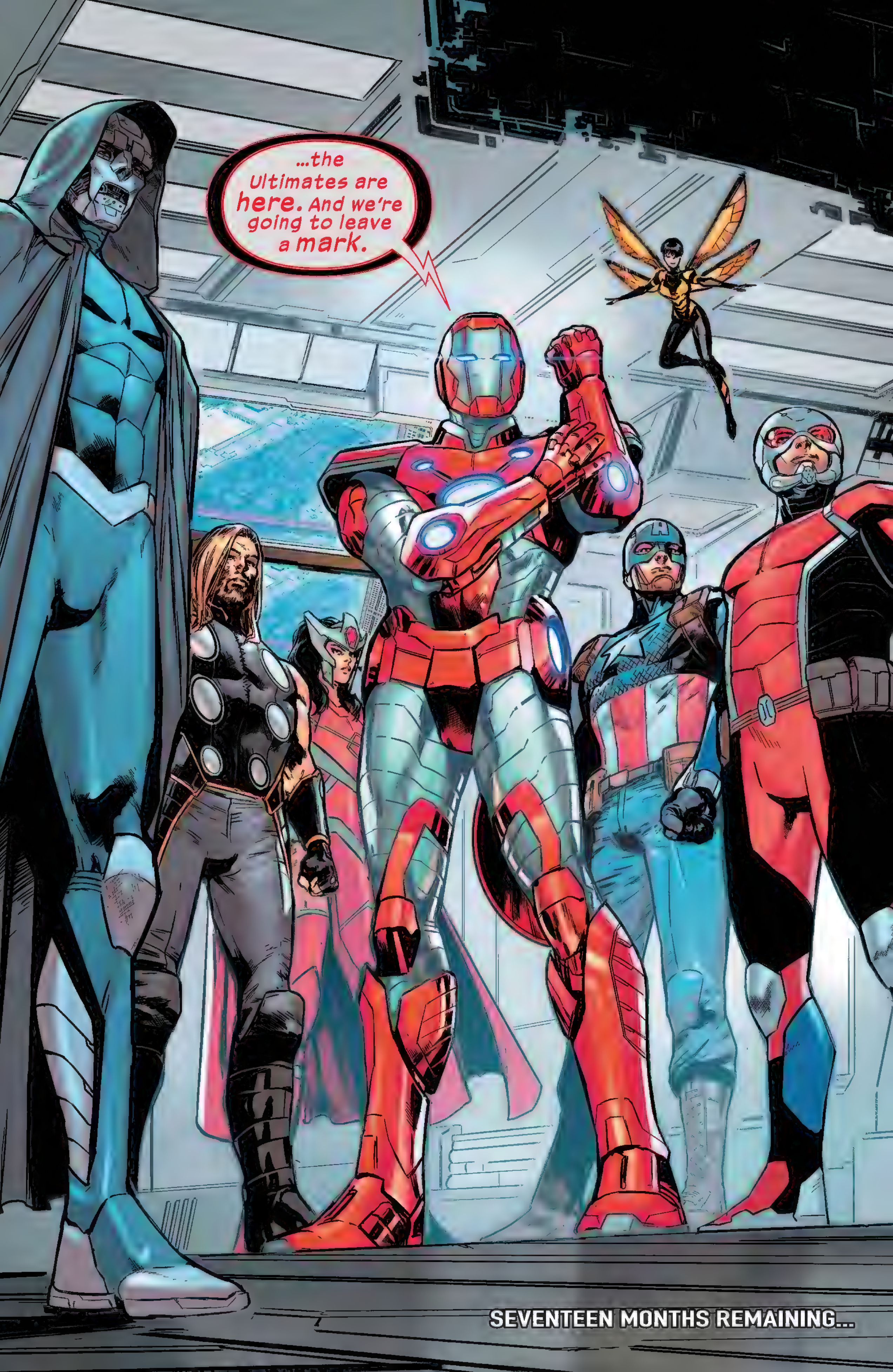

"In my experience, Henry, there are times that call us to be *bigger* than ourselves. For the *greater good.*
KRAKA-
And I have been killing giants since the *sky* was *young.*
⚡Oof⚡ Stubborn goat.
Don't, Thor. Let me. You're *wounded...*
I am no *invalid.* I am the *God* of *Thunder.*
Ooo...
DOOOOOM
"The world needs *giants* right now, son."
No one can make this choice for you, Henry. But if I can make an observation?
You could have gotten rid of that thing anytime. Buried it, thrown it in the river, given it away, smashed it to pieces.
But you've been driving around with it in arm's reach for *six months.*
I'm no *genius,* but seems to me that *means* something.

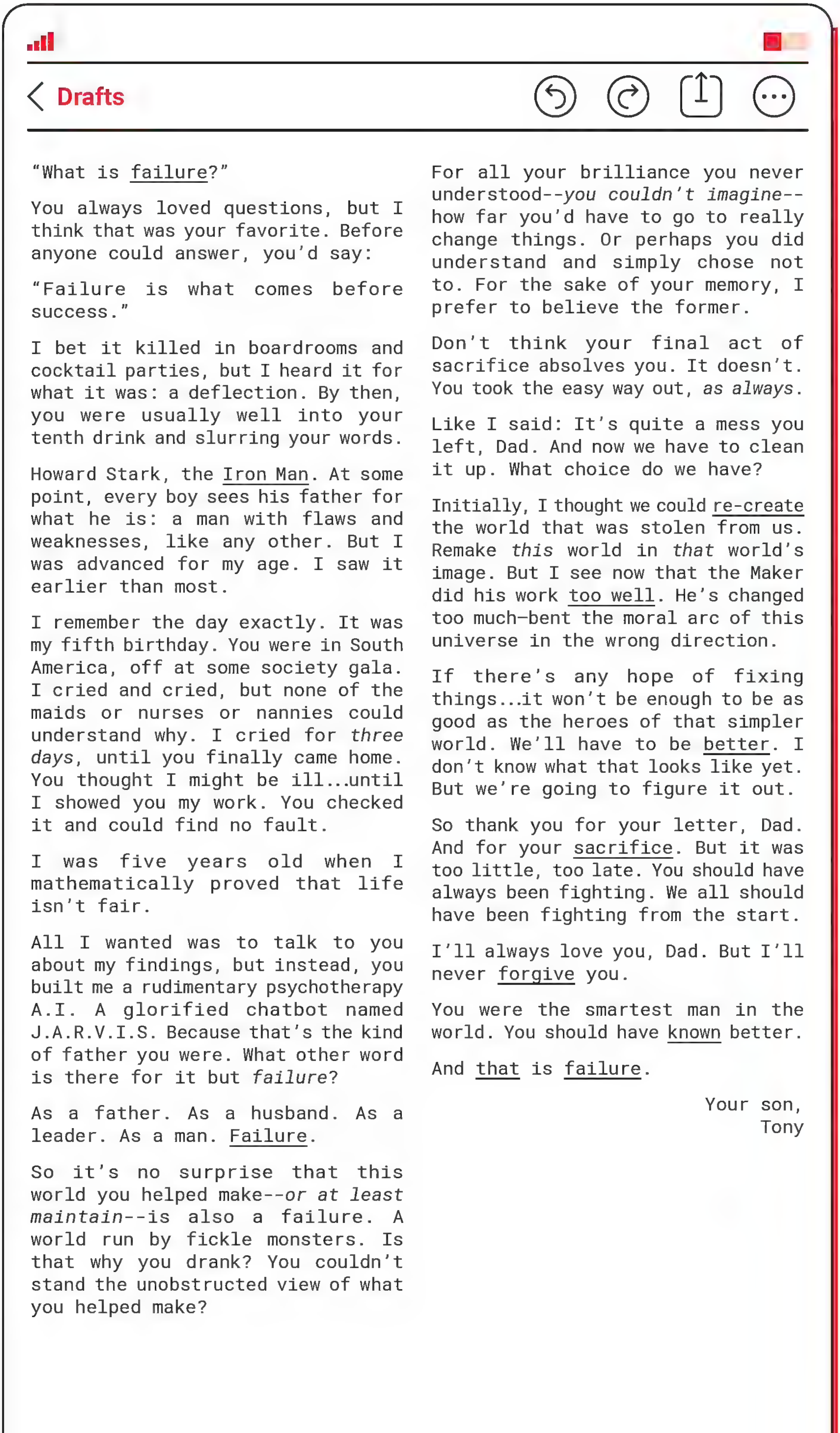

CRACK
Stupid.
Peasant.
Who are *you*-- to oppose *us?*
I trace my lineage to Louis XIV--the Sun King *himself.* I was *born* to rule this world.
My empire--even *Uncle Louis* could not have dreamed! All of Europe is my *playground!* Your *East Coast,* my new toy!
Avalon is *also* mine. Of her most holy symbols, I make *mockeries.*
Arthur's roundtable I broke into firewood to burn dissidents. The Lady of the Lake I took as a concubine. The Holy Grail I made my *chamber pot.*
I have crushed the *soul* of a *people* beneath my boot! What are *you* next to *that?!*
UKK!
CRUSH


We're...the... Ultimates...
And...something Louis learned...that you...should know...
FWOOOSH
There are more of us than there are of you.
We have boots too.


And *our* boots are *bigger.*
SQUAAAASSH
And *you* said there's more to life than squashing bugs.


"It's a good *first step.*"
"Even if Britain survived."
"It's a *statement.* One they can't ignore."
"A statement you can see from space!"
It's an *announcement.* But what is it announcing?
I think it says...
BREAKING NEWS
SUPER TERRORISTS PUT THEIR FOOT DOWN
Online conspiracy groups claim footprint proof of god


...the Ultimates are here. And we're going to leave a mark.
SEVENTEEN MONTHS REMAINING...



"What is failure?"

You always loved questions, but I think that was your favorite. Before anyone could answer, you'd say:

"Failure is what comes before success."

I bet it killed in boardrooms and cocktail parties, but I heard it for what it was: a deflection. By then, you were usually well into your tenth drink and slurring your words.

Howard Stark, the Iron Man. At some point, every boy sees his father for what he is: a man with flaws and weaknesses, like any other. But I was advanced for my age. I saw it earlier than most.

I remember the day exactly. It was my fifth birthday. You were in South America, off at some society gala. I cried and cried, but none of the maids or nurses or nannies could understand why. I cried for *three days*, until you finally came home. You thought I might be ill...until I showed you my work. You checked it and could find no fault.

I was five years old when I mathematically proved that life isn't fair.

All I wanted was to talk to you about my findings, but instead, you built me a rudimentary psychotherapy A.I. A glorified chatbot named J.A.R.V.I.S. Because that's the kind of father you were. What other word is there for it but *failure*?

As a father. As a husband. As a leader. As a man. Failure.

So it's no surprise that this world you helped make--*or at least maintain*--is also a failure. A world run by fickle monsters. Is that why you drank? You couldn't stand the unobstructed view of what you helped make?

For all your brilliance you never understood--*you couldn't imagine*--how far you'd have to go to really change things. Or perhaps you did understand and simply chose not to. For the sake of your memory, I prefer to believe the former.

Don't think your final act of sacrifice absolves you. It doesn't. You took the easy way out, *as always*.

Like I said: It's quite a mess you left, Dad. And now we have to clean it up. What choice do we have?

Initially, I thought we could re-create the world that was stolen from us. Remake *this* world in *that* world's image. But I see now that the Maker did his work too well. He's changed too much—bent the moral arc of this universe in the wrong direction.

If there's any hope of fixing things...it won't be enough to be as good as the heroes of that simpler world. We'll have to be better. I don't know what that looks like yet. But we're going to figure it out.

So thank you for your letter, Dad. And for your sacrifice. But it was too little, too late. You should have always been fighting. We all should have been fighting from the start.

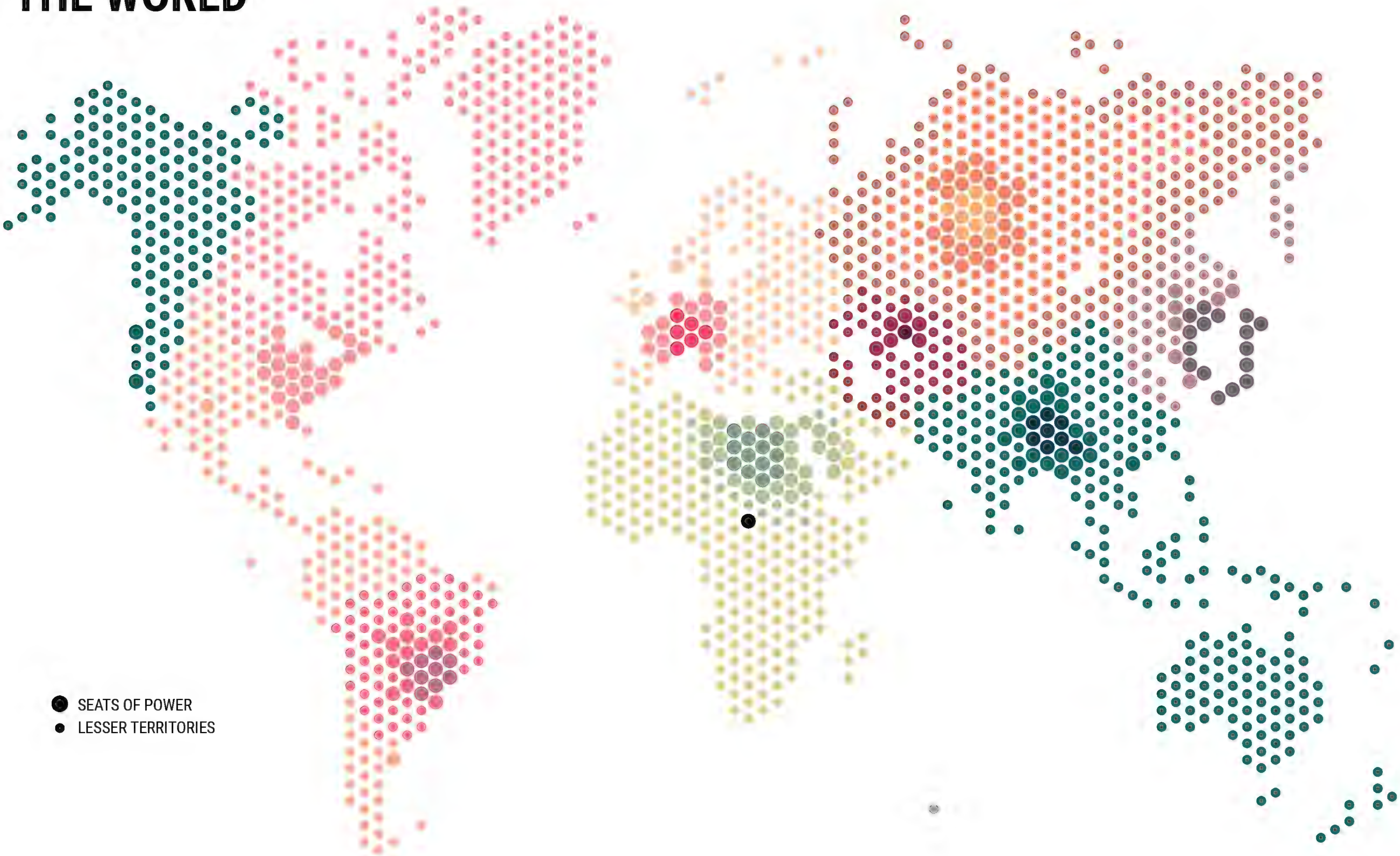
I'll always love you, Dad. But I'll never forgive you.

You were the smartest man in the world. You should have known better.

And that is failure.

Your son,
Tony

THE WORLD


● SEATS OF POWER
• LESSER TERRITORIES

THE WORLD

AS REMADE BY THE MAKER'S COUNCIL

●	~~THE NORTH AMERICAN UNION~~	REDISTRIBUTED
●	~~REGIONAL SUBSIDIARIES~~	REDISTRIBUTED
●	THE SOCIETY OF SOUTH AMERICA	
●	REGIONAL CLUBS	
●	FRACTIONAL CULTURES	
●	THE EUROPEAN COALITION	
●	REGIONAL GOVERNORS	
●	FIEFDOMS	
●	THE CITY	
●	LATVERIAN TERRITORIES	
●	THE UPPER AND LOWER KINGDOMS	
●	REGIONAL DYNASTIES	
●	LOCAL TEMPLES	
●	THE EURASIAN REPUBLIC	
●	REGIONAL DIRECTORS	
●	LOCAL SCHOOLS	
●	THE CHILDREN OF ETERNAL LIGHT	
●	THE SHADOWS OF THE IMMORTAL HAND	
●	HI NO KUNI ("LAND OF THE SUN")	
●	DAIMYOS	
●	UNDISCOVERED TERRITORY	

1963-2024

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THE ULTIMATES
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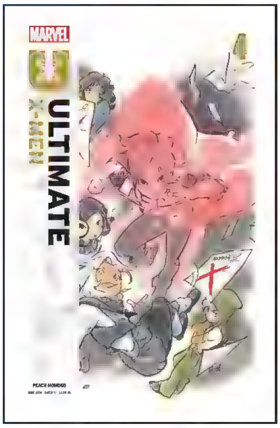

MARVEL
ULTIMATE X-MEN
4
PEACH MOMOKO

ULTIMATE
X-MEN #4

BY **PEACH MOMOKO**

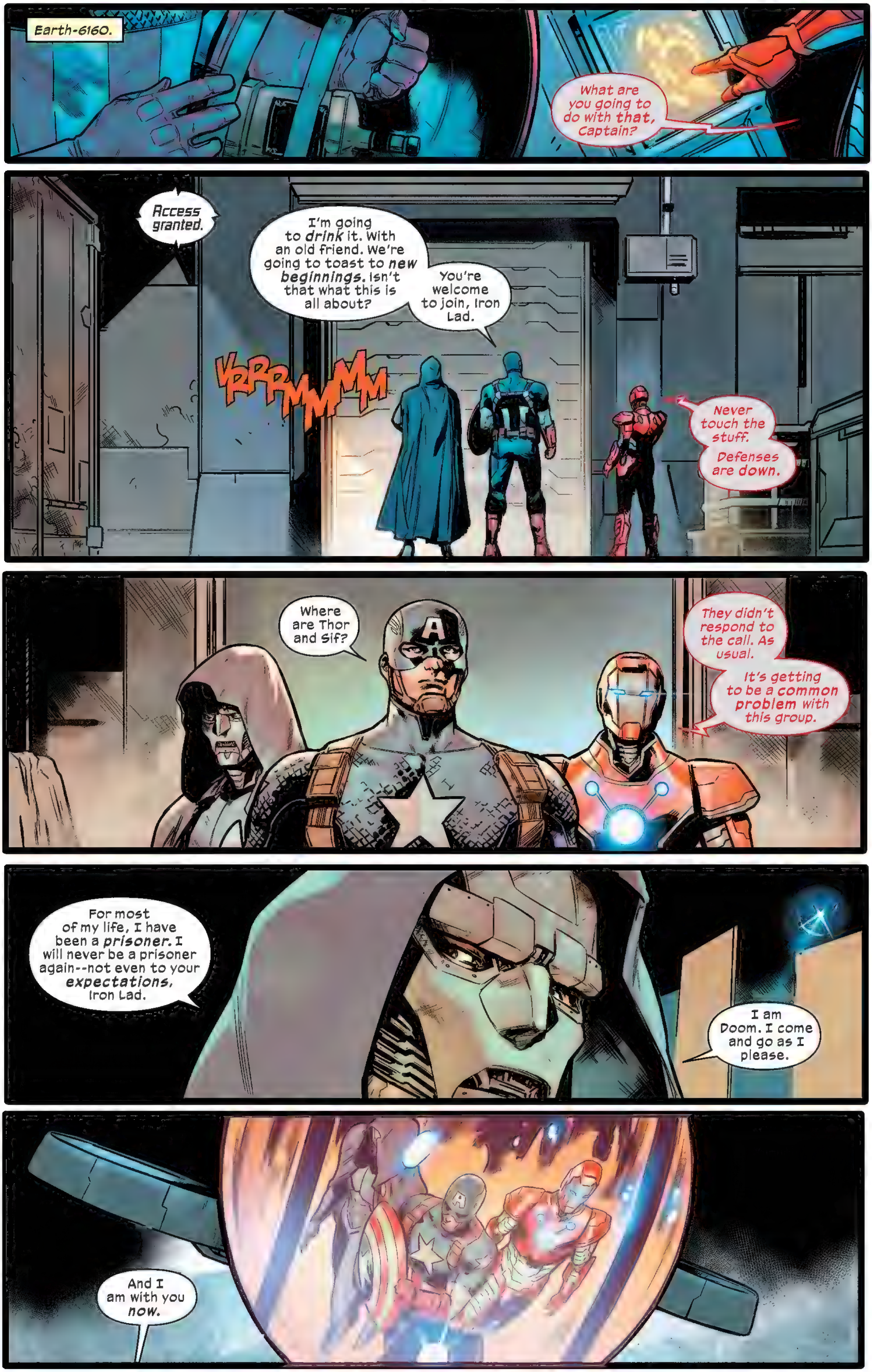
"FORGOTTEN MARVELS"

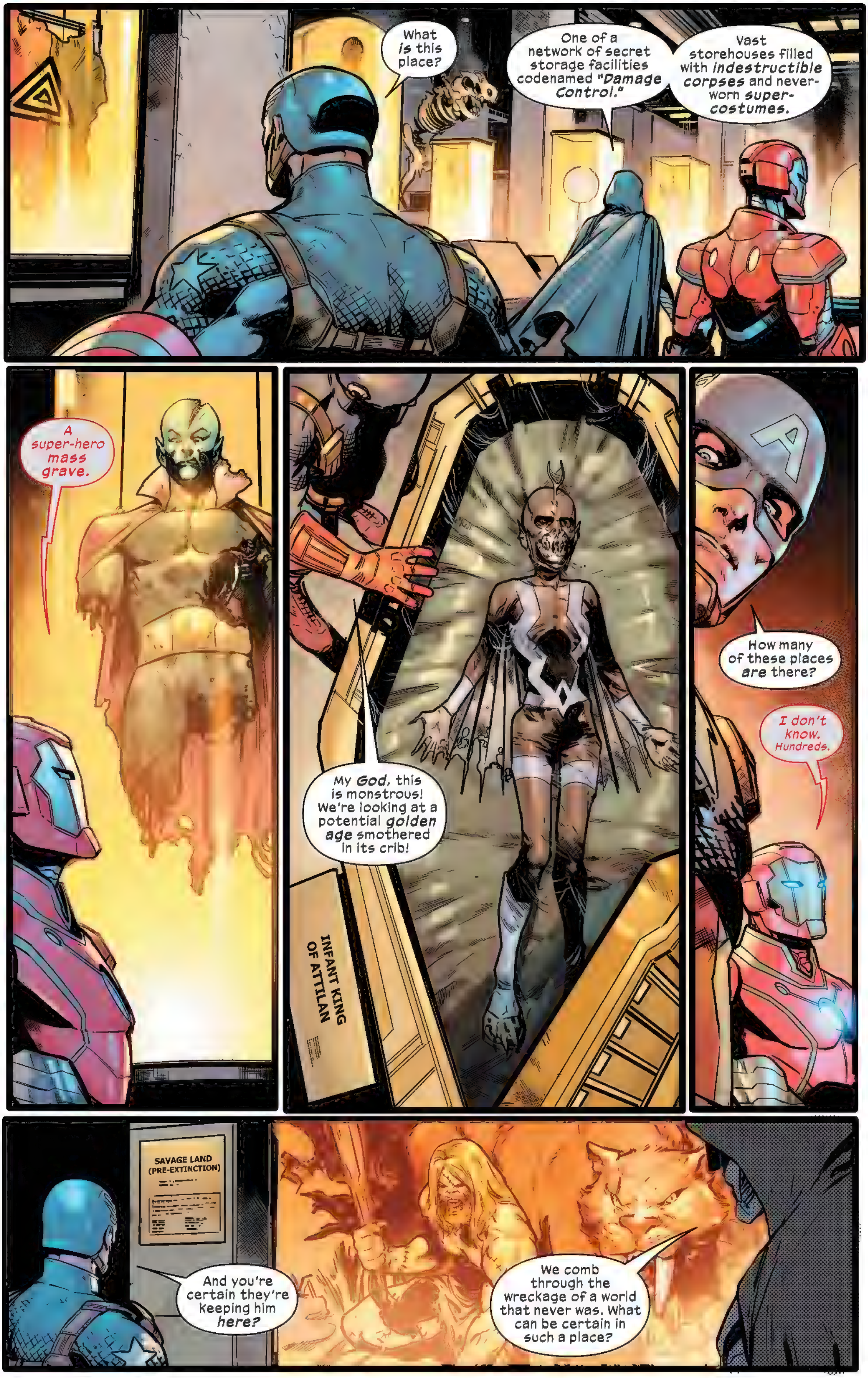
On an alternate Earth known as **EARTH-6160**, a diabolical genius called **THE MAKER** used time travel to create his ideal world by systematically preventing anyone from ever becoming a super hero and by establishing a secret council of super villains that rules the world from the shadows. But now a small team of heroes has emerged, and they are determined to make things right. They are...

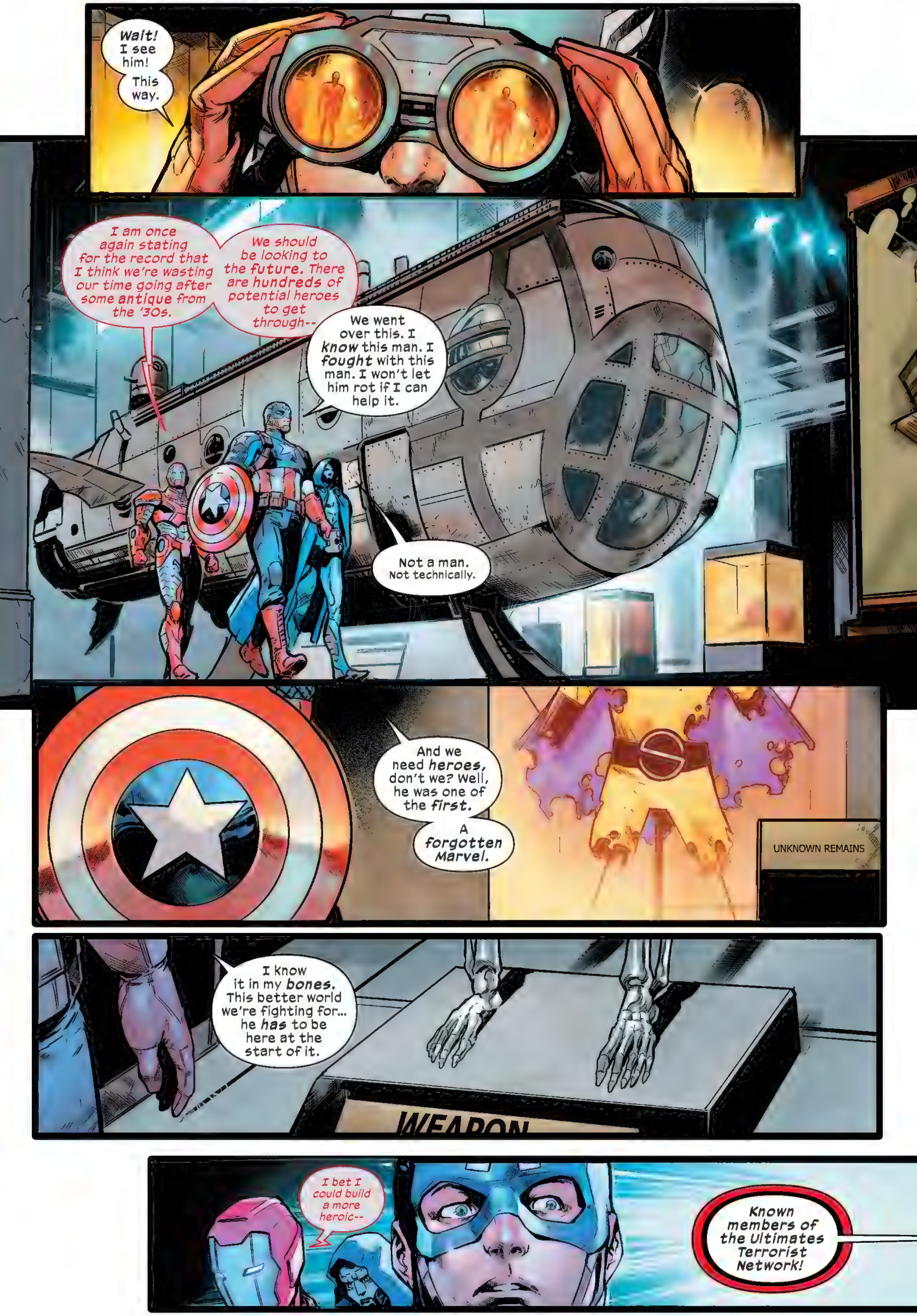
THE ULTIMATES

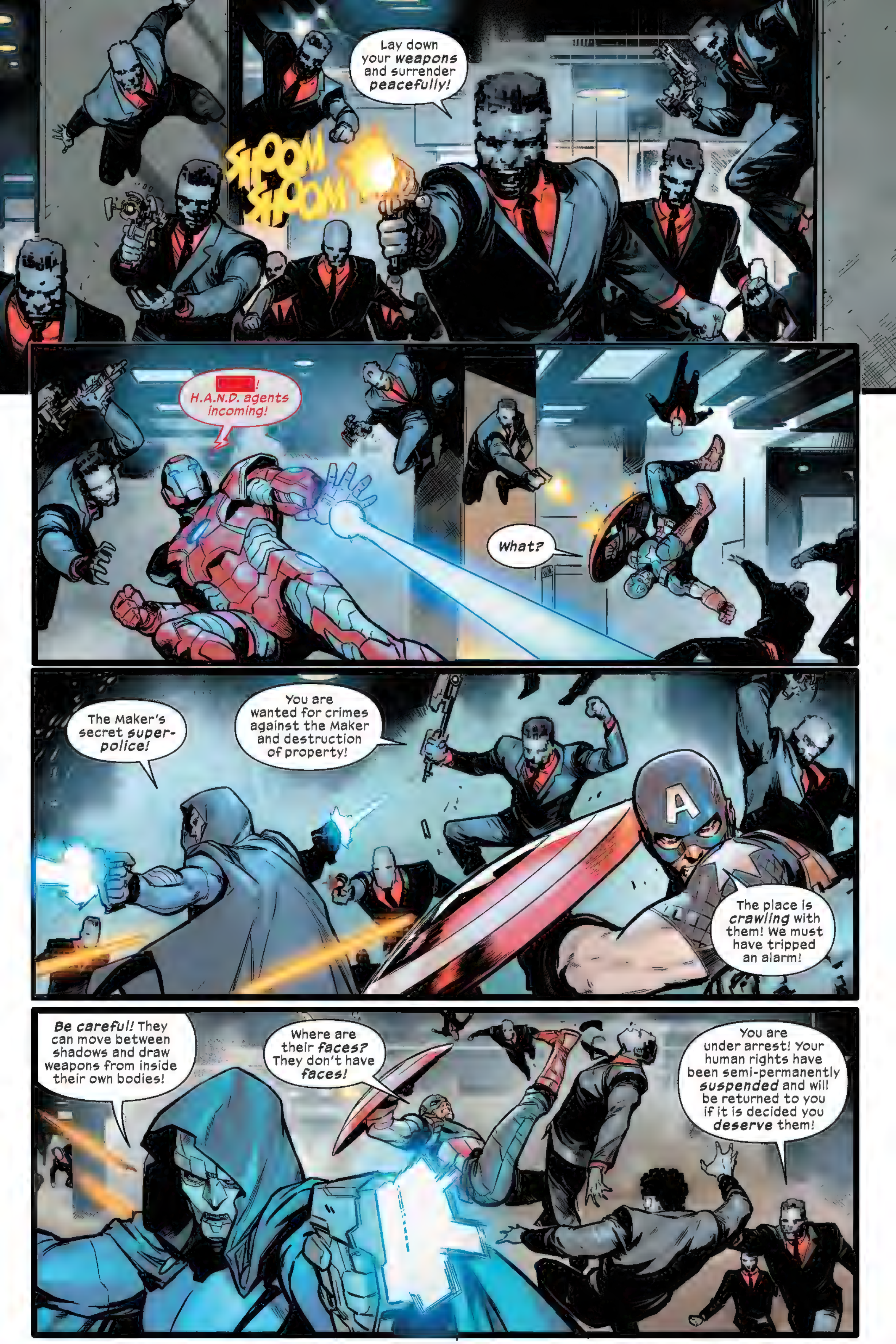
WRITER: **DENIZ CAMP**
ARTIST: **JUAN FRIGERI**

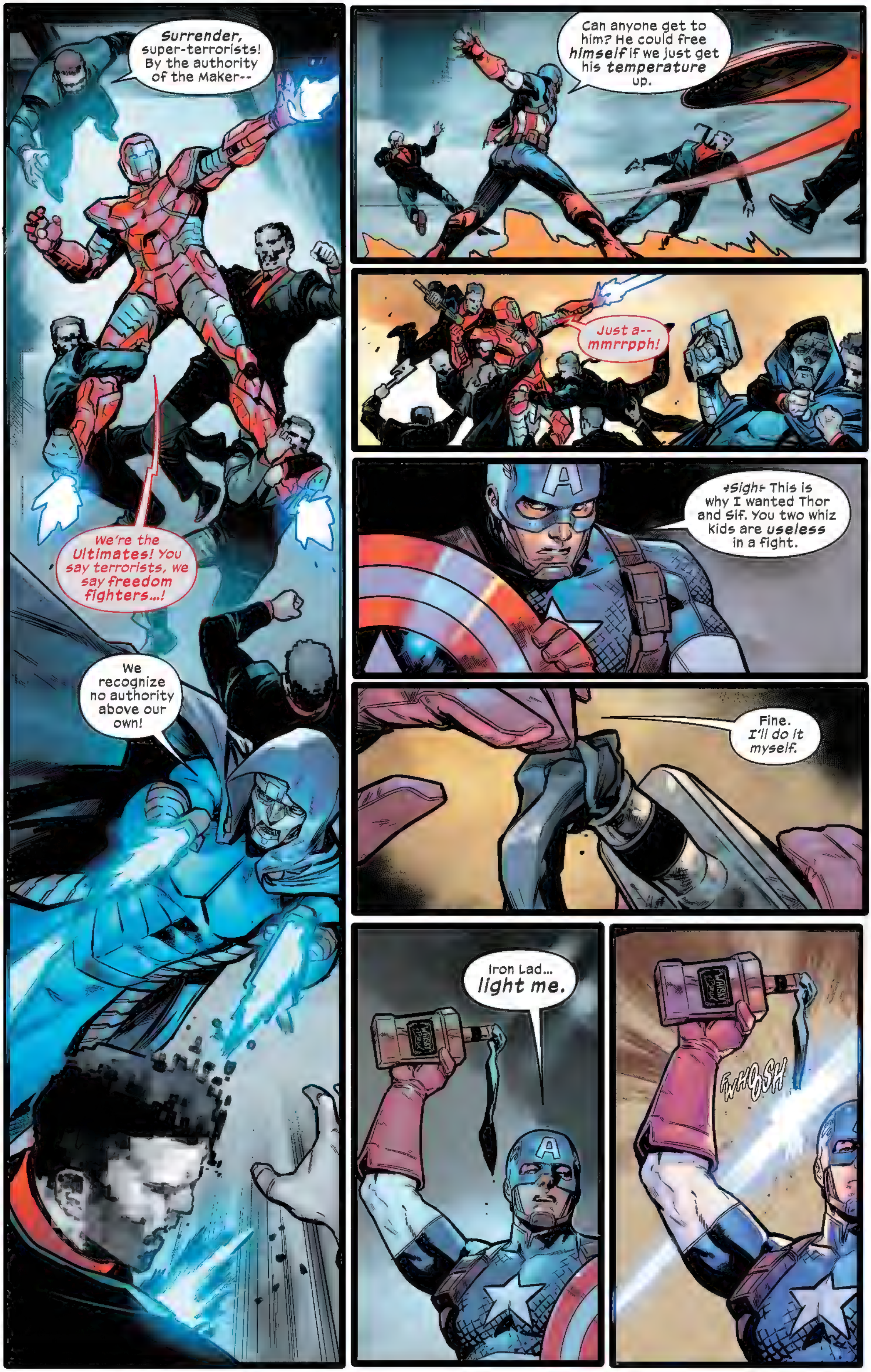
COLOR ARTIST: **FEDERICO BLEE**
LETTERER: **VC's CORY PETIT**

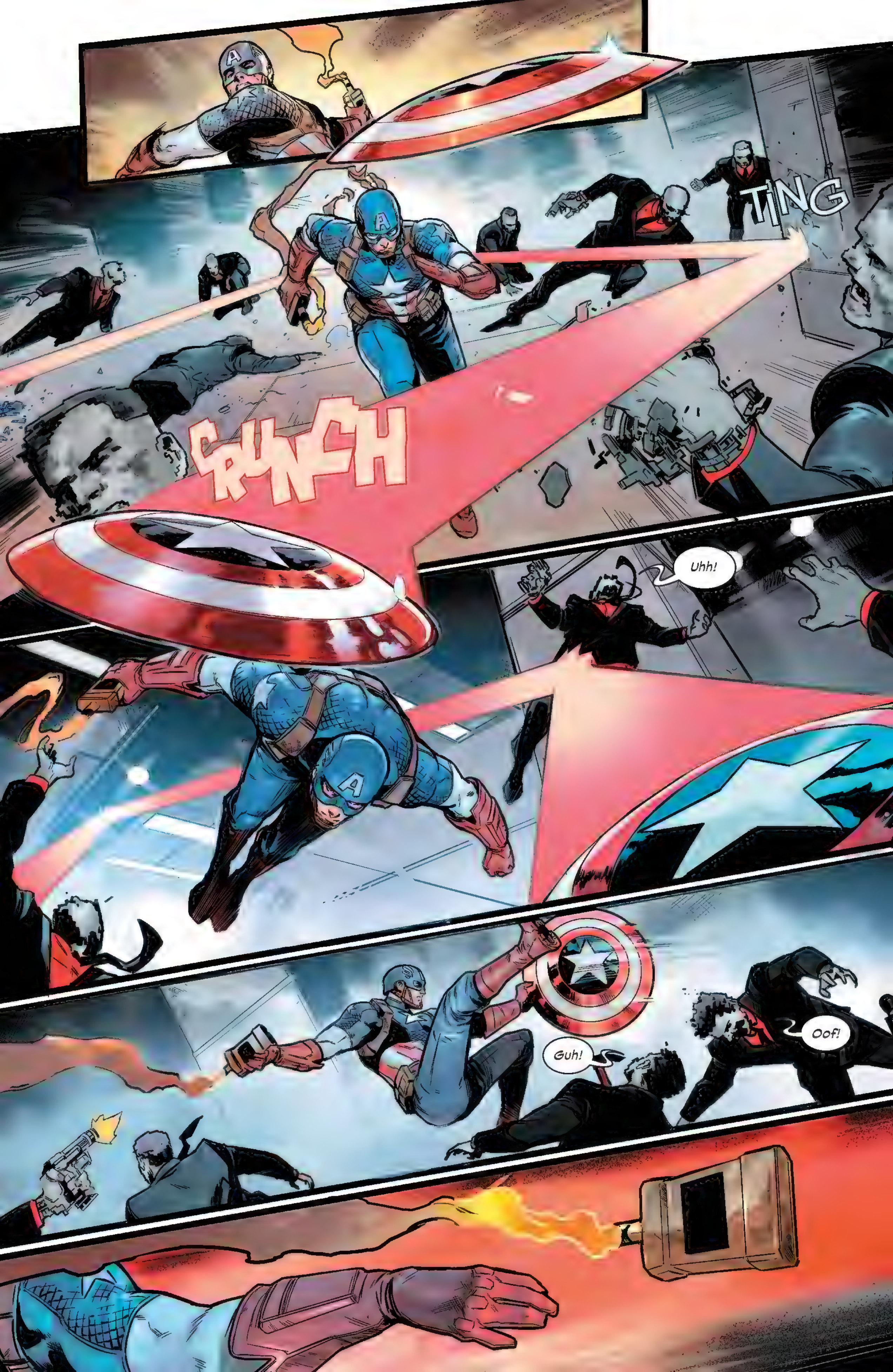

Earth-6160.
What are you going to do with that, Captain?
Access granted.
I'm going to drink it. With an old friend. We're going to toast to new beginnings. Isn't that what this is all about?
You're welcome to join, Iron Lad.
VRRRMMMM
Never touch the stuff.
Defenses are down.
Where are Thor and Sif?
They didn't respond to the call. As usual.
It's getting to be a common problem with this group.
For most of my life, I have been a prisoner. I will never be a prisoner again--not even to your expectations, Iron Lad.
I am Doom. I come and go as I please.
And I am with you now.

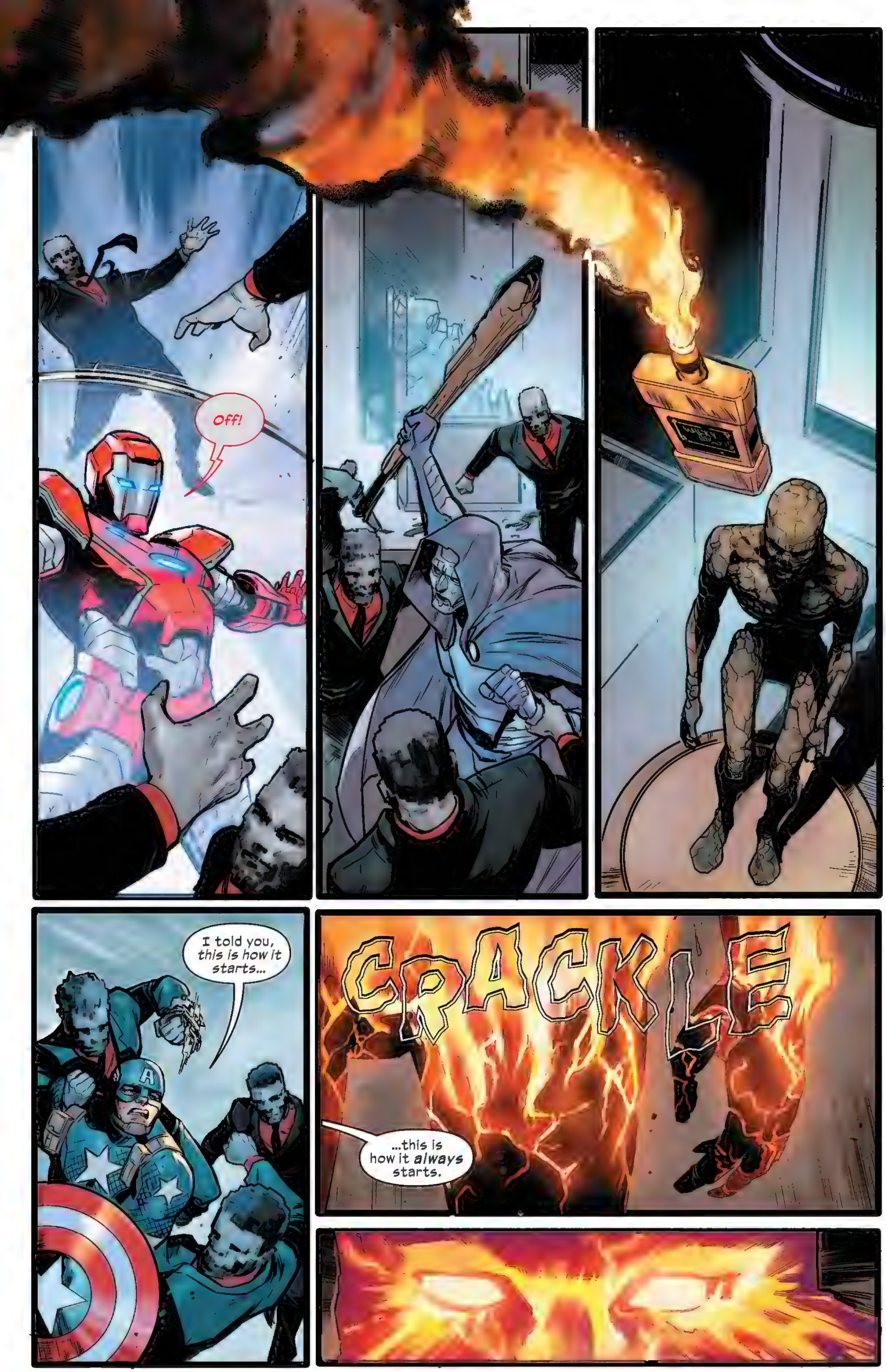

What is this place?
One of a network of secret storage facilities codenamed "Damage Control."
Vast storehouses filled with indestructible corpses and never-worn super-costumes.
A super-hero mass grave.
My God, this is monstrous! We're looking at a potential golden age smothered in its crib!
INFANT KING OF ATTILAN
How many of these places are there?
I don't know. Hundreds.
SAVAGE LAND (PRE-EXTINCTION)
And you're certain they're keeping him here?
We comb through the wreckage of a world that never was. What can be certain in such a place?

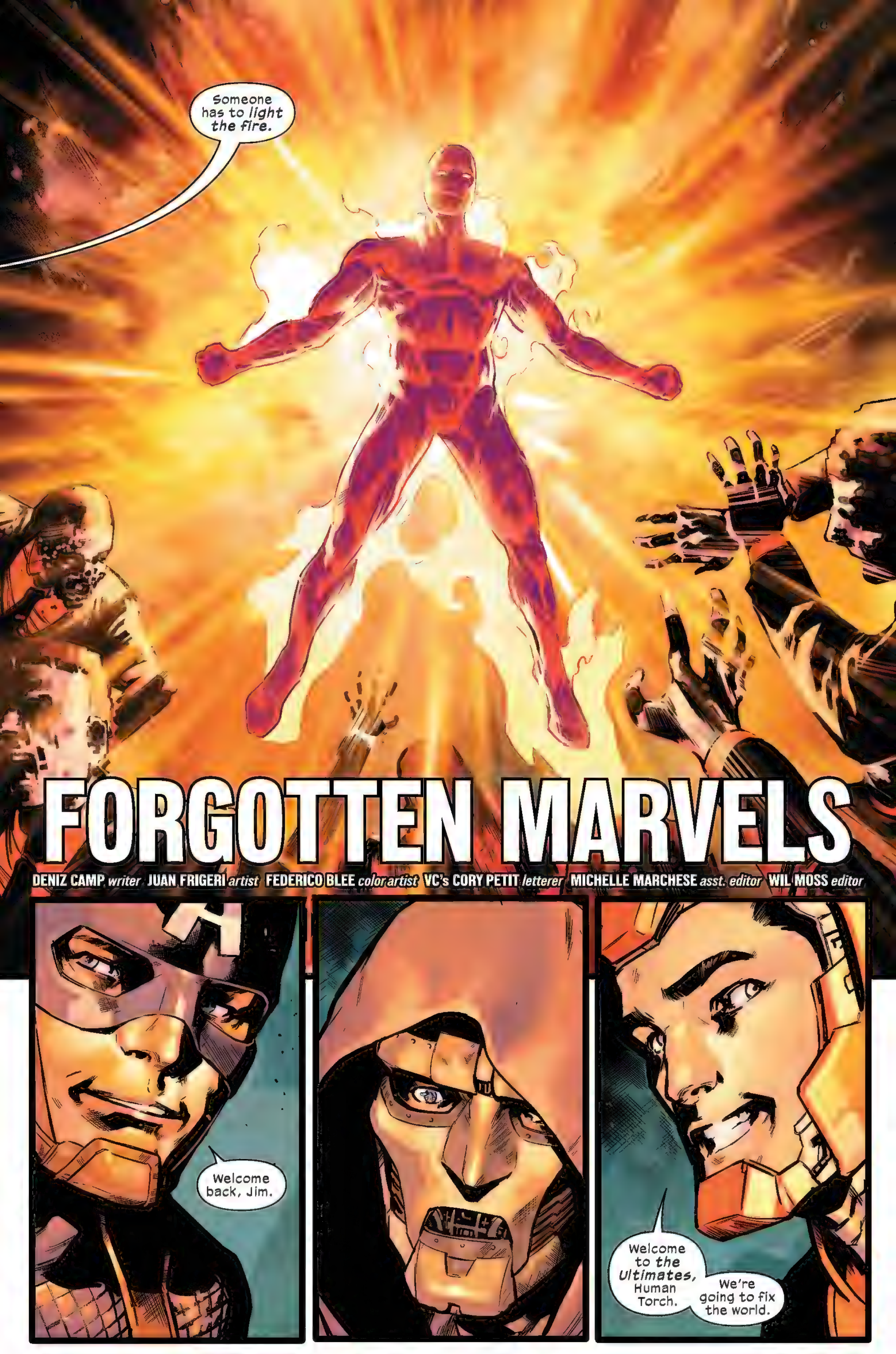

Wait! I see him!
This way.
I am once again stating for the record that I think we're wasting our time going after some antique from the '30s.
We should be looking to the future. There are hundreds of potential heroes to get through--
We went over this. I know this man. I fought with this man. I won't let him rot if I can help it.
Not a man. Not technically.
And we need heroes, don't we? Well, he was one of the first.
A forgotten Marvel.
UNKNOWN REMAINS
I know it in my bones. This better world we're fighting for... he has to be here at the start of it.
WEAPON
I bet I could build a more heroic--
Known members of the Ultimates Terrorist Network!


Lay down your *weapons* and surrender *peacefully!*
SHOOM SHOOM
[redacted]! H.A.N.D. agents incoming!
What?
The Maker's secret *super-police!*
You are wanted for crimes against the Maker and destruction of property!
The place is *crawling* with them! We must have tripped an alarm!
Be careful! They can move between shadows and draw weapons from inside their own bodies!
Where are their *faces?* They don't have *faces!*
You are under arrest! Your human rights have been semi-permanently *suspended* and will be returned to you if it is decided you *deserve* them!


Surrender, super-terrorists! By the authority of the Maker--
We're the Ultimates! You say terrorists, we say freedom fighters...!
We recognize no authority above our own!
Can anyone get to him? He could free himself if we just get his temperature up.
Just a-- mmrrpph!
Sigh This is why I wanted Thor and Sif. You two whiz kids are useless in a fight.
Fine. I'll do it myself.
Iron Lad... light me.
FWHOOSH


TING
CRUNCH
Uhh!
Guh!
Oof!


Off!
I told you, this is how it starts...
CRACKLE
...this is how it *always* starts.



FORGOTTEN MARVELS

DENIZ CAMP *writer* **JUAN FRIGERI** *artist* **FEDERICO BLEE** *color artist* **VC's CORY PETIT** *letterer* **MICHELLE MARCHESE** *asst. editor* **WIL MOSS** *editor*

Someone has to *light the fire.*
Welcome back, Jim.
Welcome to *the Ultimates,* Human Torch.
We're going to fix the world.

4

A diabolical genius known as **THE MAKER** used time travel to create his ideal Earth by systematically preventing anyone from ever becoming a super hero—except for those on his secret **MAKER'S COUNCIL**, whom he stationed to rule over different regions of the world, including the Eastern territory of **HI NO KUNI**.

There, a young girl named **HISAKO ICHIKI (ARMOR)** had new powers awaken to protect her when a sinister **SHADOW** attacked, claiming to seek vengeance against those who tormented Hisako's childhood friend **TSUBASA**. When the Shadow attacked again, her classmate **MEI IGARASHI (MAYSTORM)** joined her, defending the duo with gusts of wind.

Neither really understands the source of their powers, but another classmate—**NICO MINORU**—claims that they're **MUTANTS**...

WRITER & ARTIST: **PEACH MOMOKO**

SCRIPT ADAPTATION: **ZACK DAVISSON**
LETTERER: **VC's TRAVIS LANHAM**

COVER ARTIST: **PEACH MOMOKO**
VARIANT
COVER ARTISTS: **MEGHAN HETRICK; PEACH MOMOKO;**
LUCAS WERNECK

DESIGN: **JAY BOWEN & KAT GREGOROWICZ**
ASSISTANT EDITOR: **MICHELLE MARCHESE**
EDITOR: **WIL MOSS**
EDITOR IN CHIEF: **C.B. CEBULSKI**

X-MEN CREATED BY **STAN LEE** & **JACK KIRBY**

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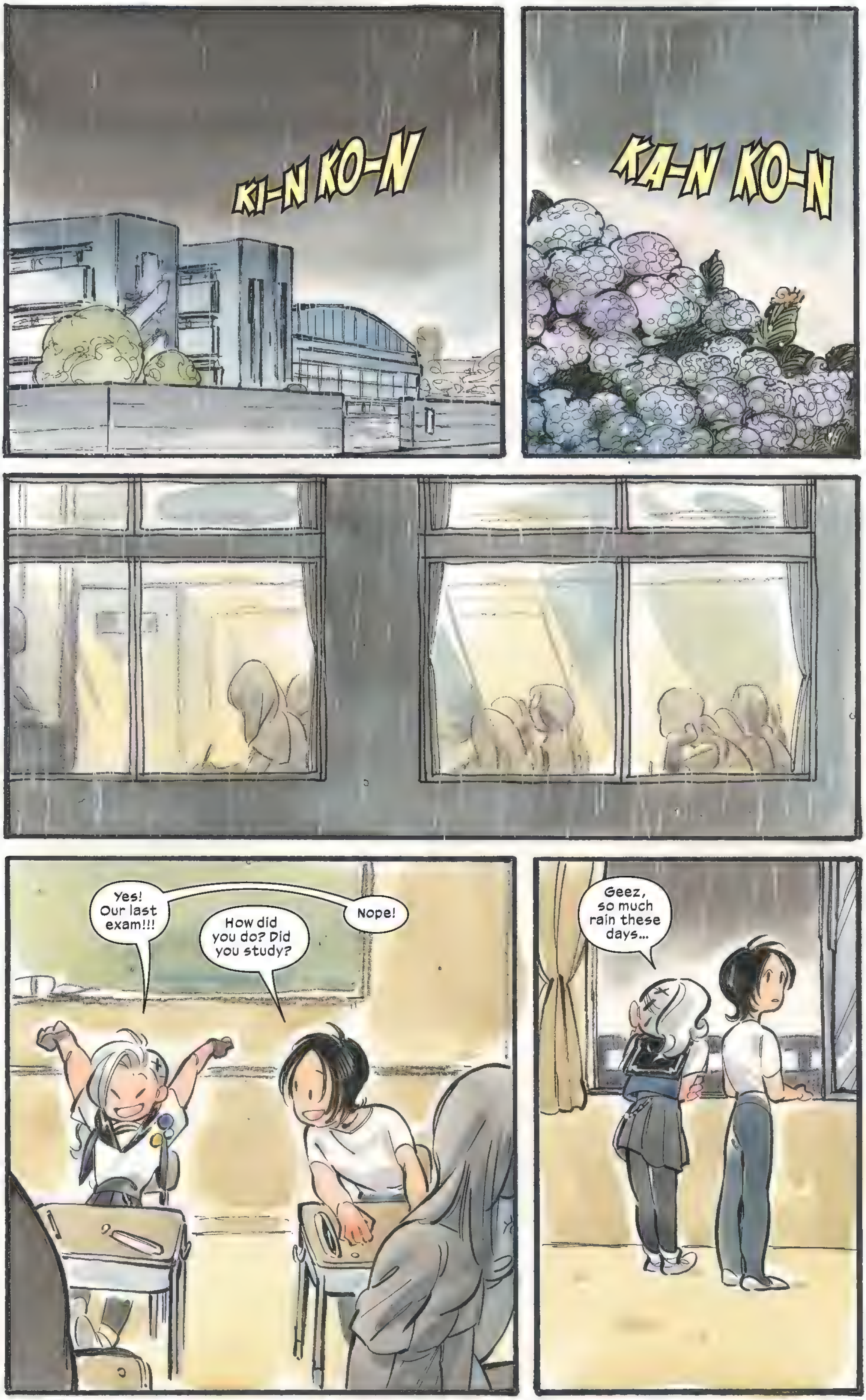
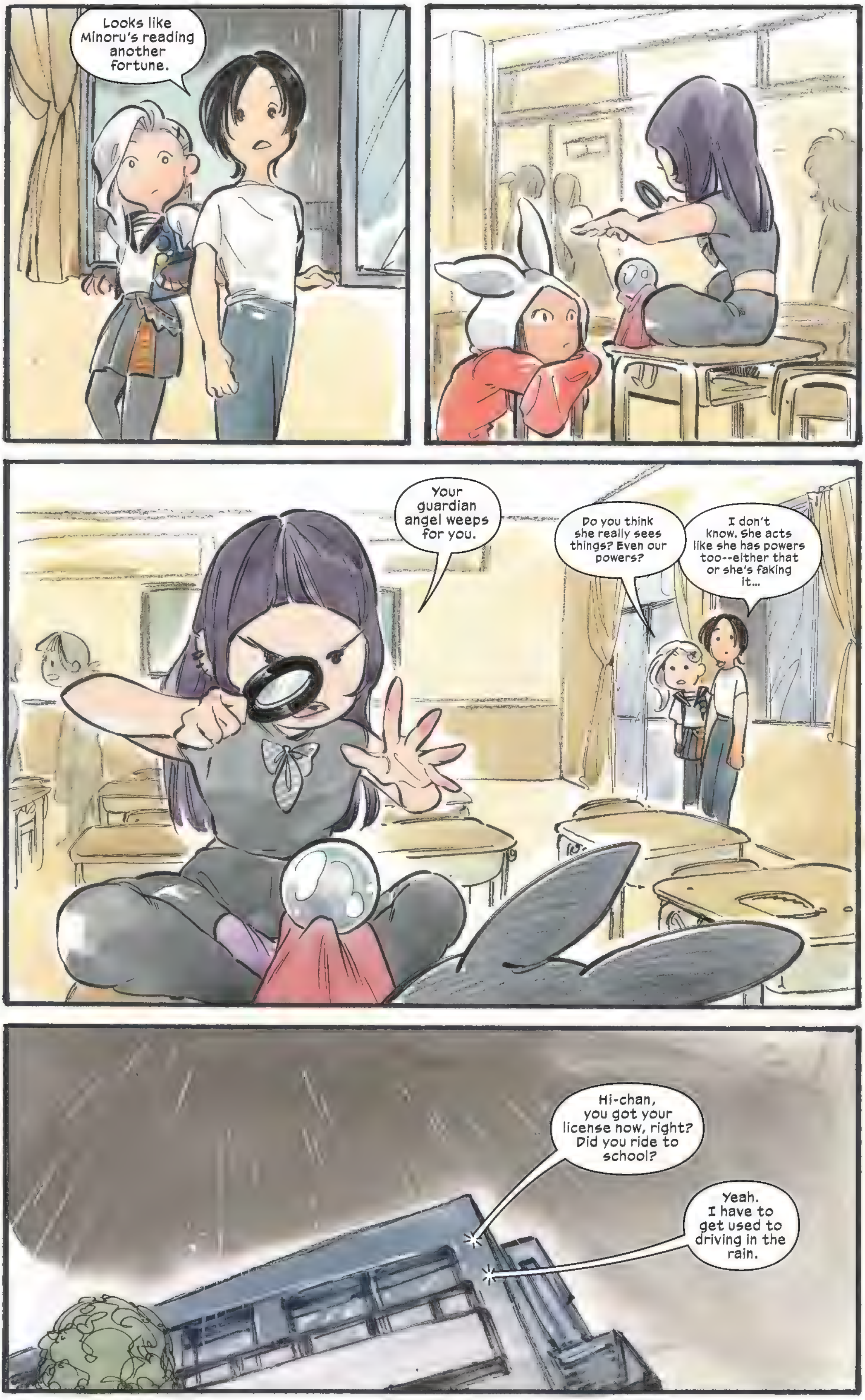
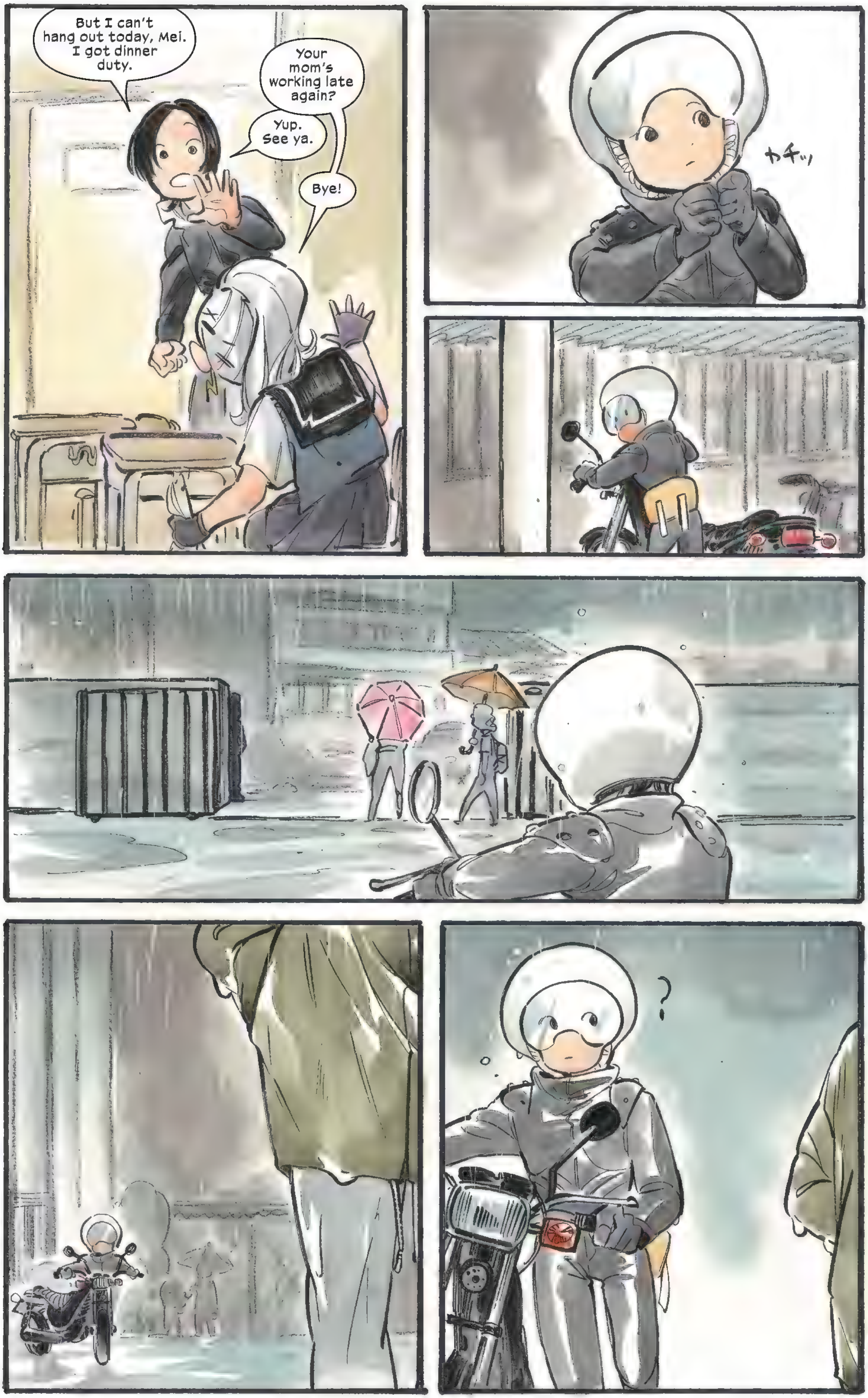
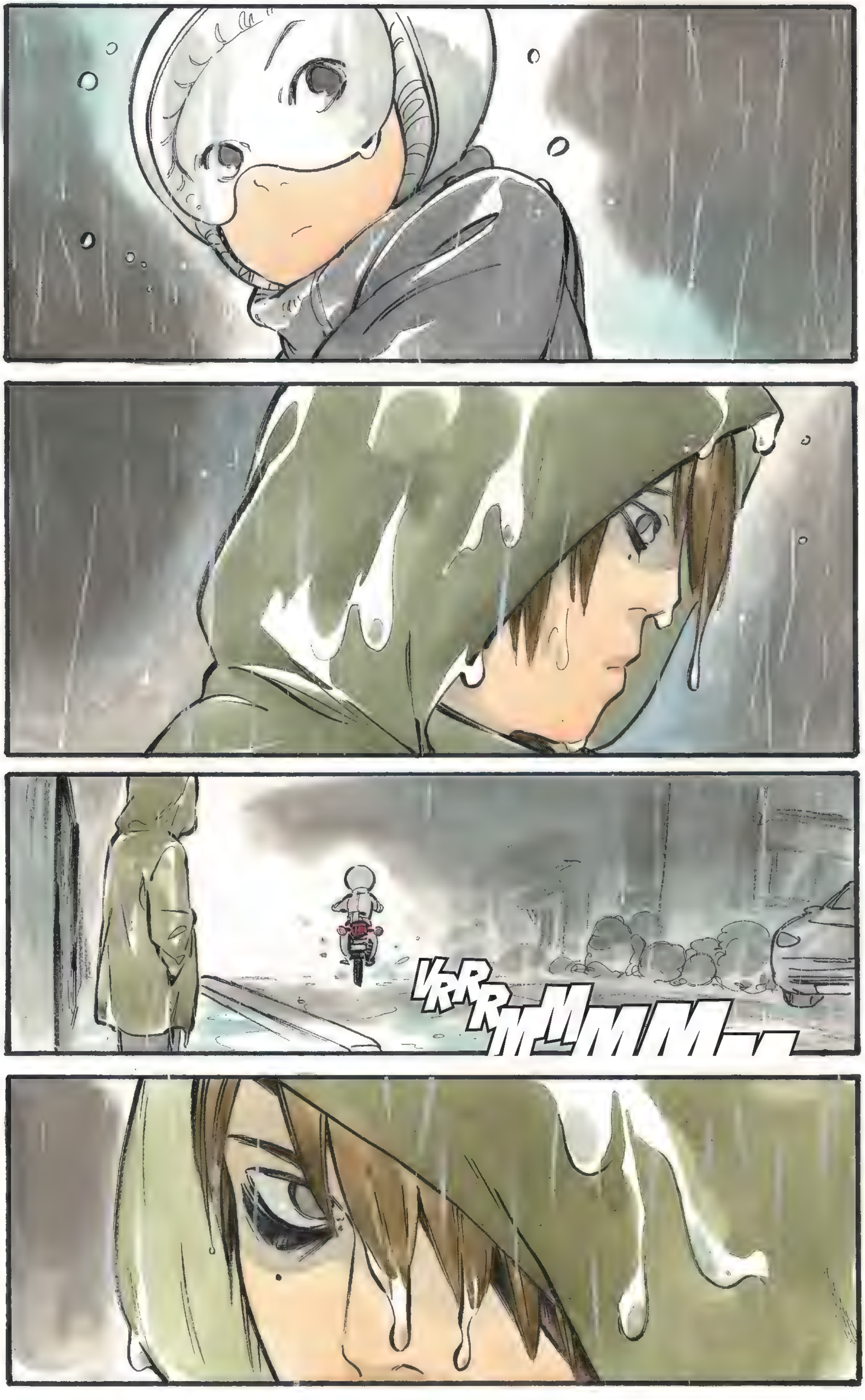
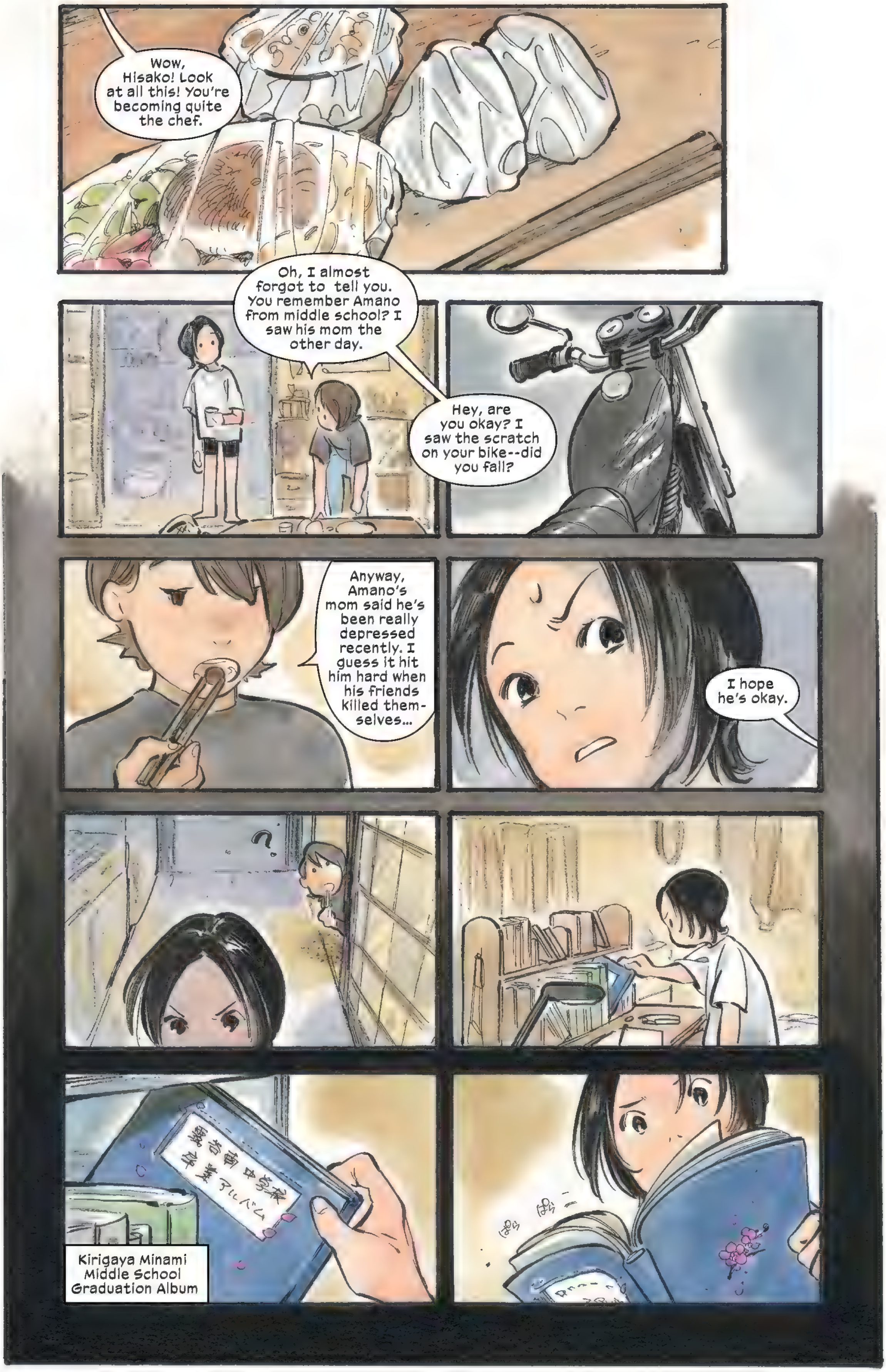
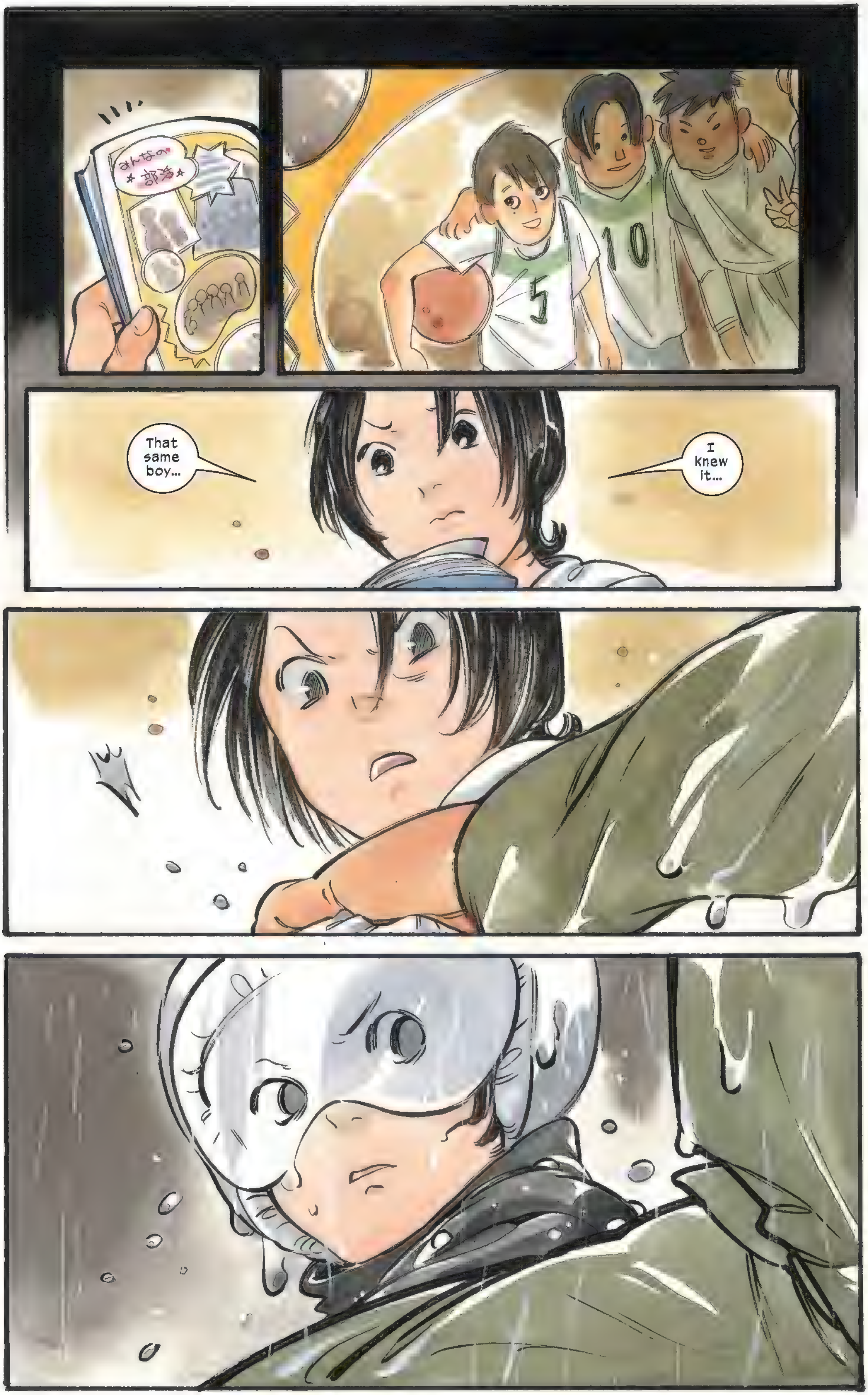

KI-N KO-N
KA-N KO-N
Yes! Our last exam!!!
How did you do? Did you study?
Nope!
Geez, so much rain these days...

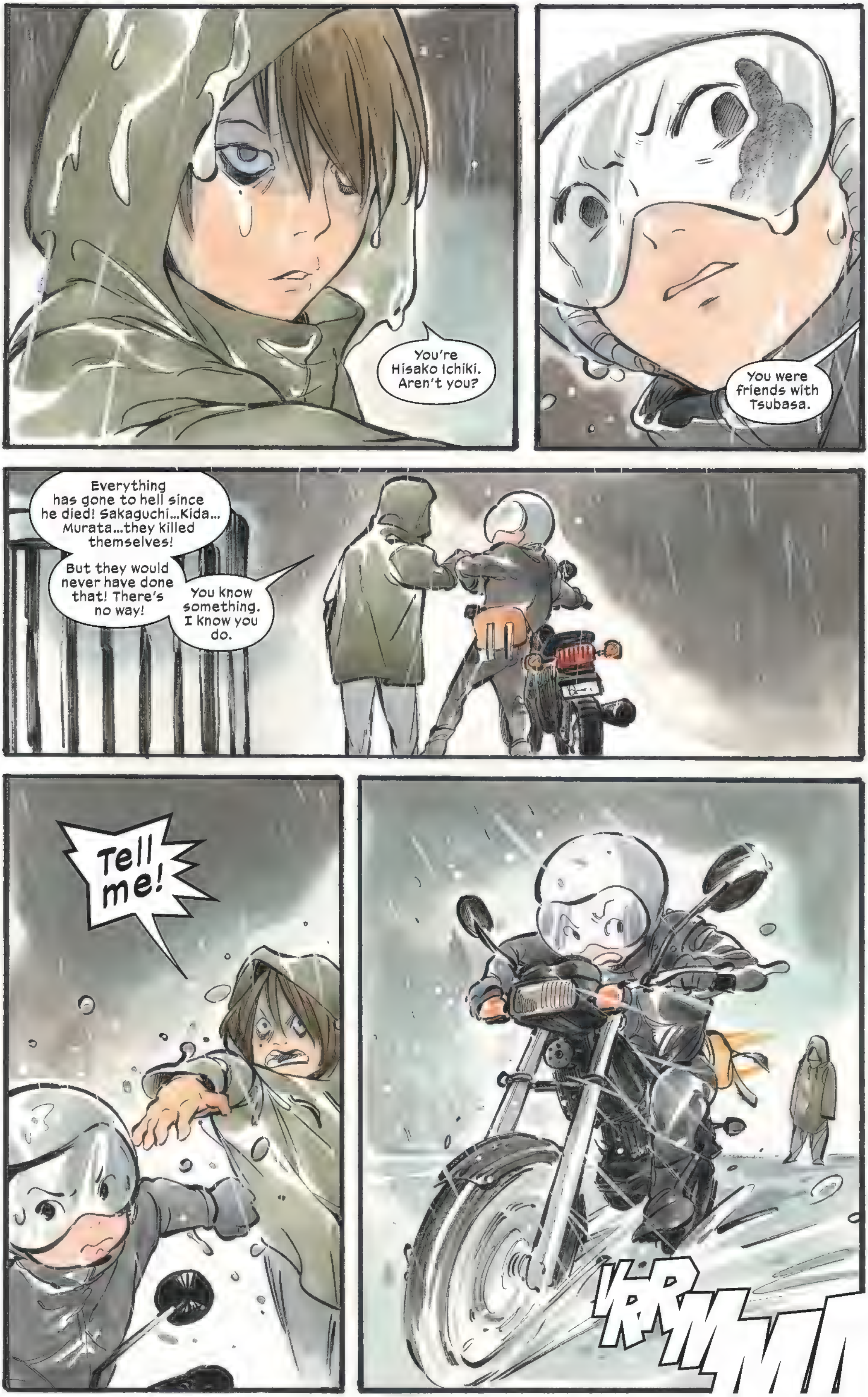

Looks like Minoru's reading another fortune.
Your guardian angel weeps for you.
Do you think she really sees things? Even our powers?
I don't know. She acts like she has powers too--either that or she's faking it...
Hi-chan, you got your license now, right? Did you ride to school?
Yeah. I have to get used to driving in the rain.

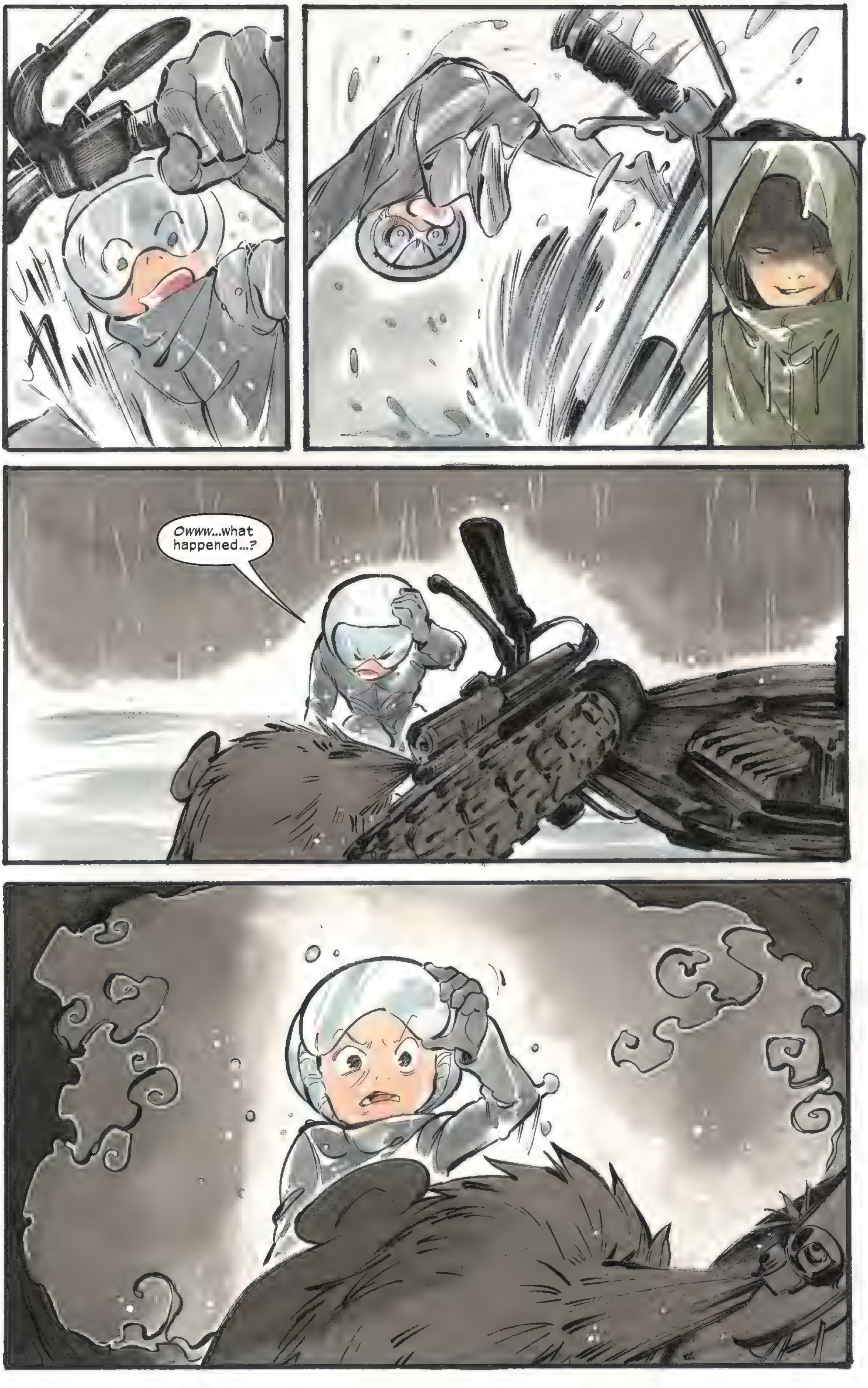

But I can't hang out today, Mei. I got dinner duty.
Your mom's working late again?
Yup. See ya.
Bye!
カチッ
?

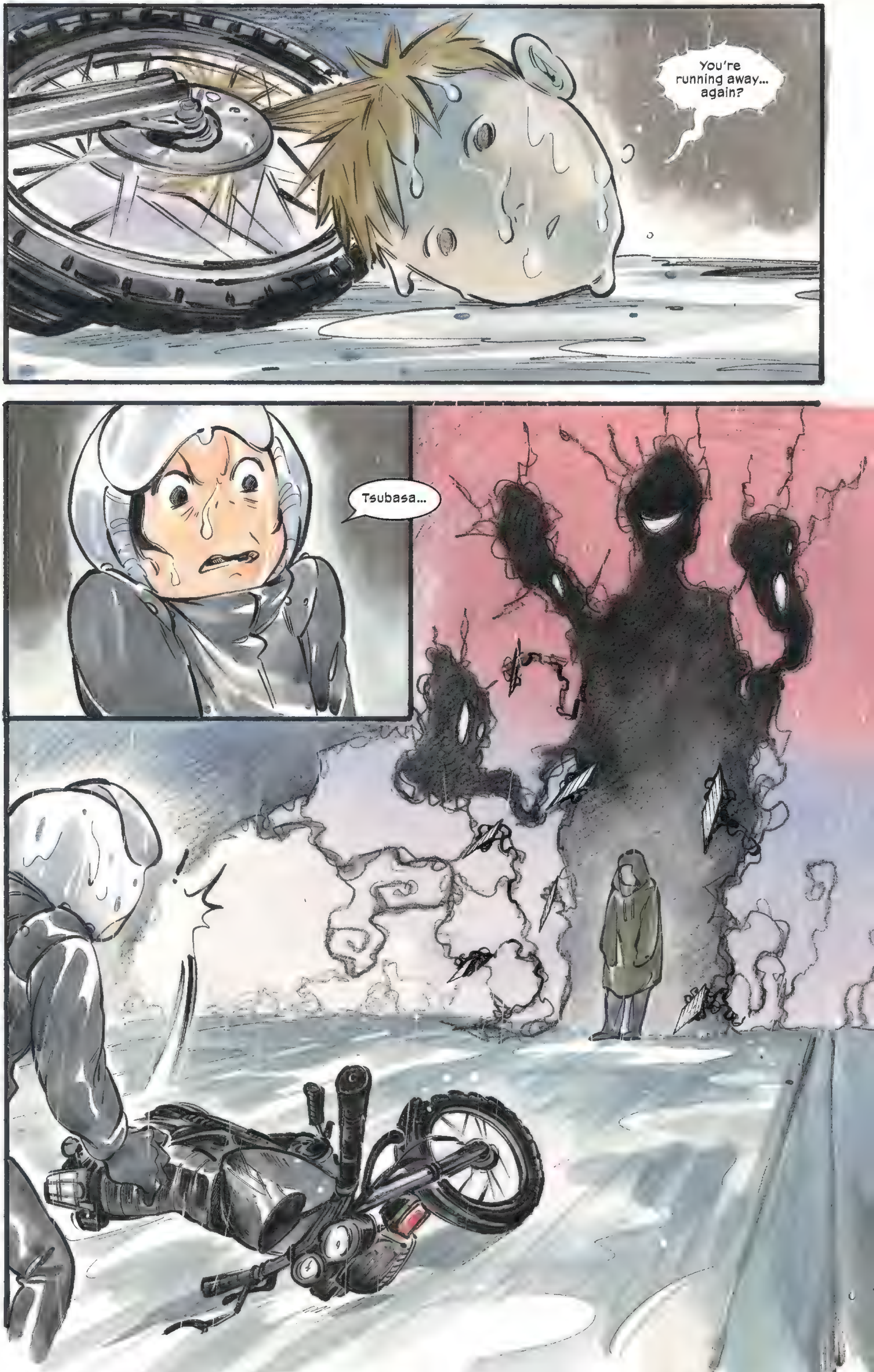

VRRRMMMMM...

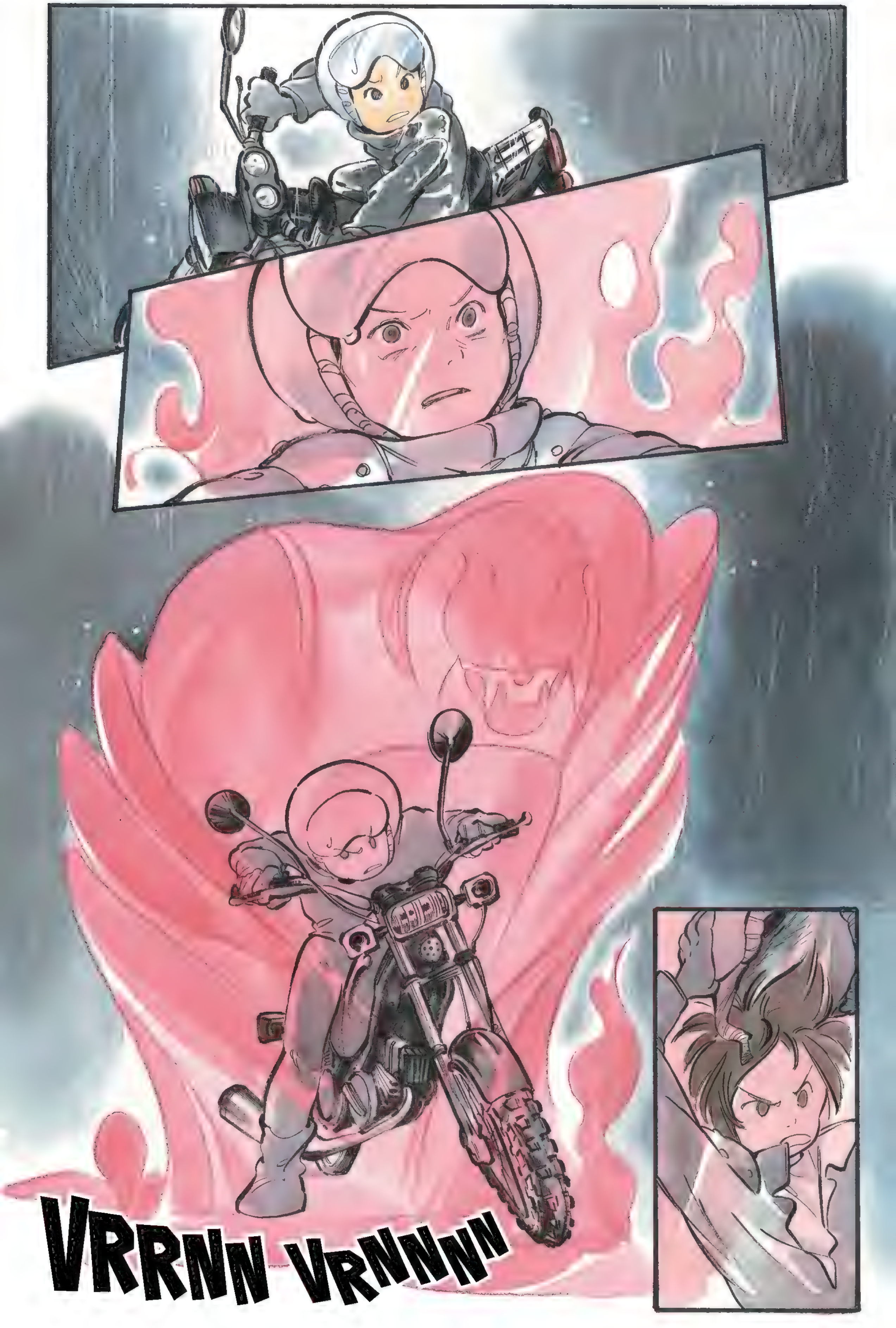

Wow, Hisako! Look at all this! You're becoming quite the chef.
Oh, I almost forgot to tell you. You remember Amano from middle school? I saw his mom the other day.
Hey, are you okay? I saw the scratch on your bike--did you fall?
Anyway, Amano's mom said he's been really depressed recently. I guess it hit him hard when his friends killed themselves...
I hope he's okay.
?
霧谷南中学校
卒業アルバム
Kirigaya Minami Middle School Graduation Album
ぱら ぱら

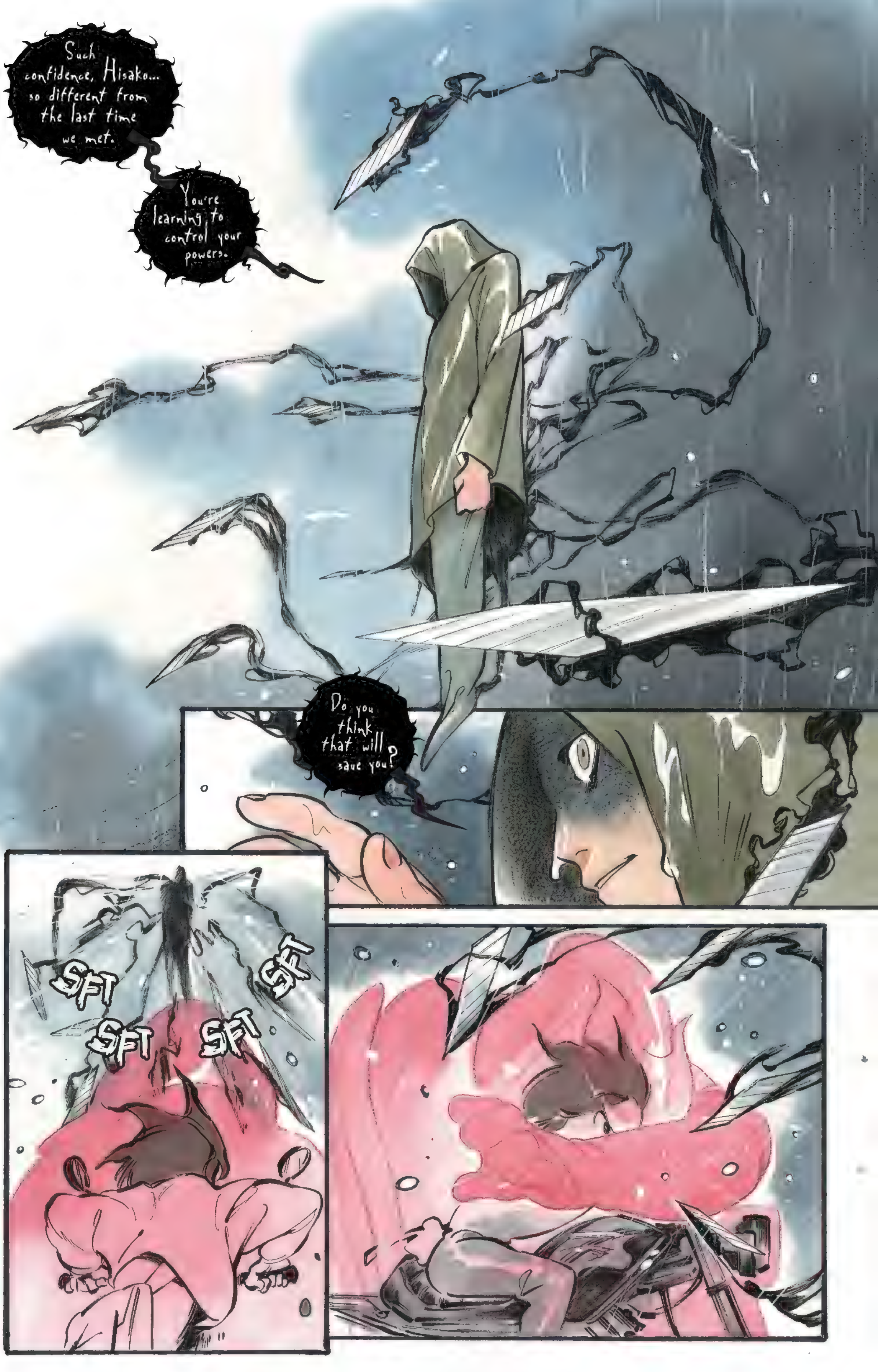

みんなの
★部活★
10
5
I knew it...
That same boy...

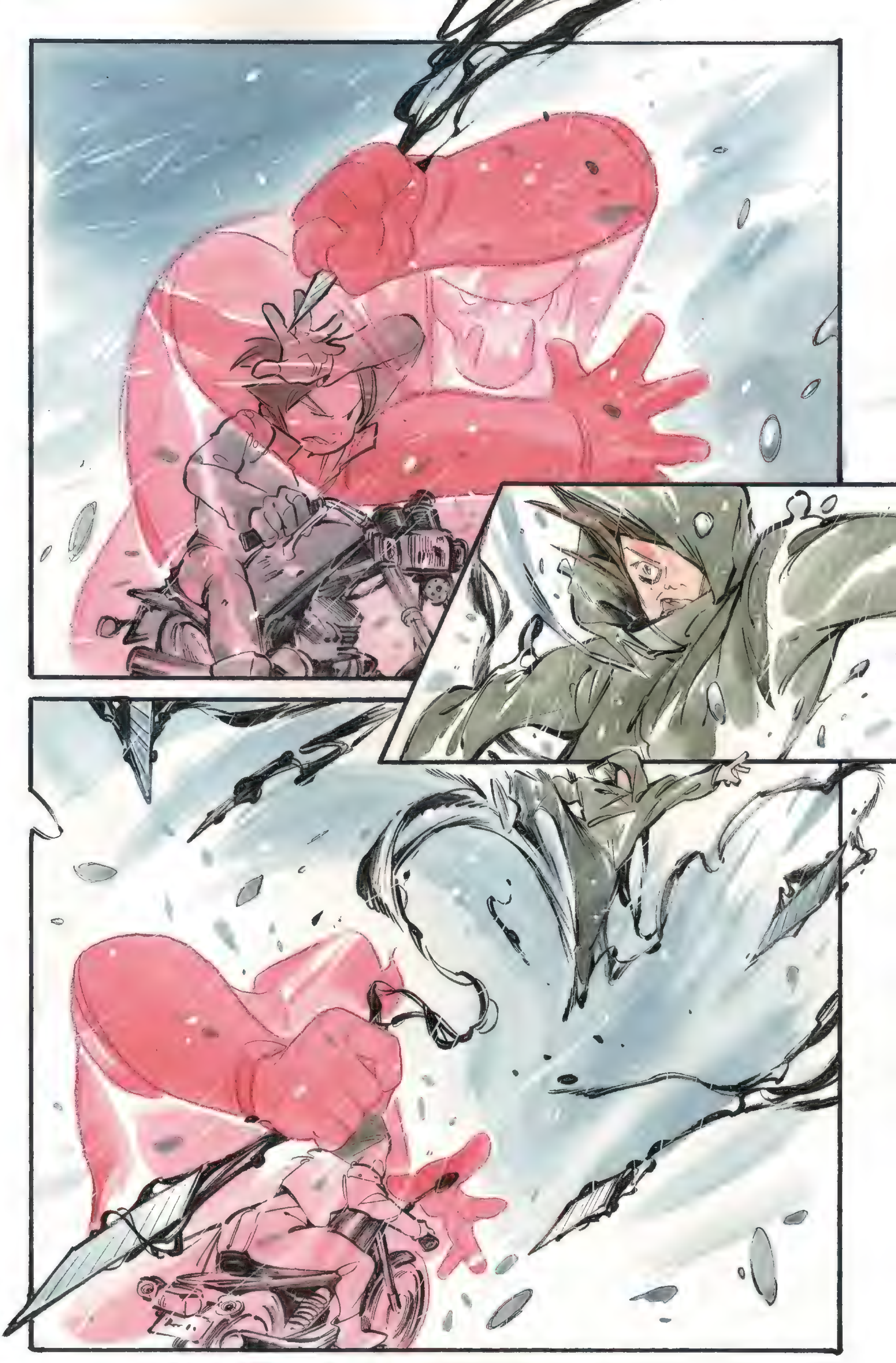

You're Hisako Ichiki. Aren't you?
You were friends with Tsubasa.
Everything has gone to hell since he died! Sakaguchi...Kida...Murata...they killed themselves!
But they would never have done that! There's no way!
You know something. I know you do.
Tell me!
VRRMMM

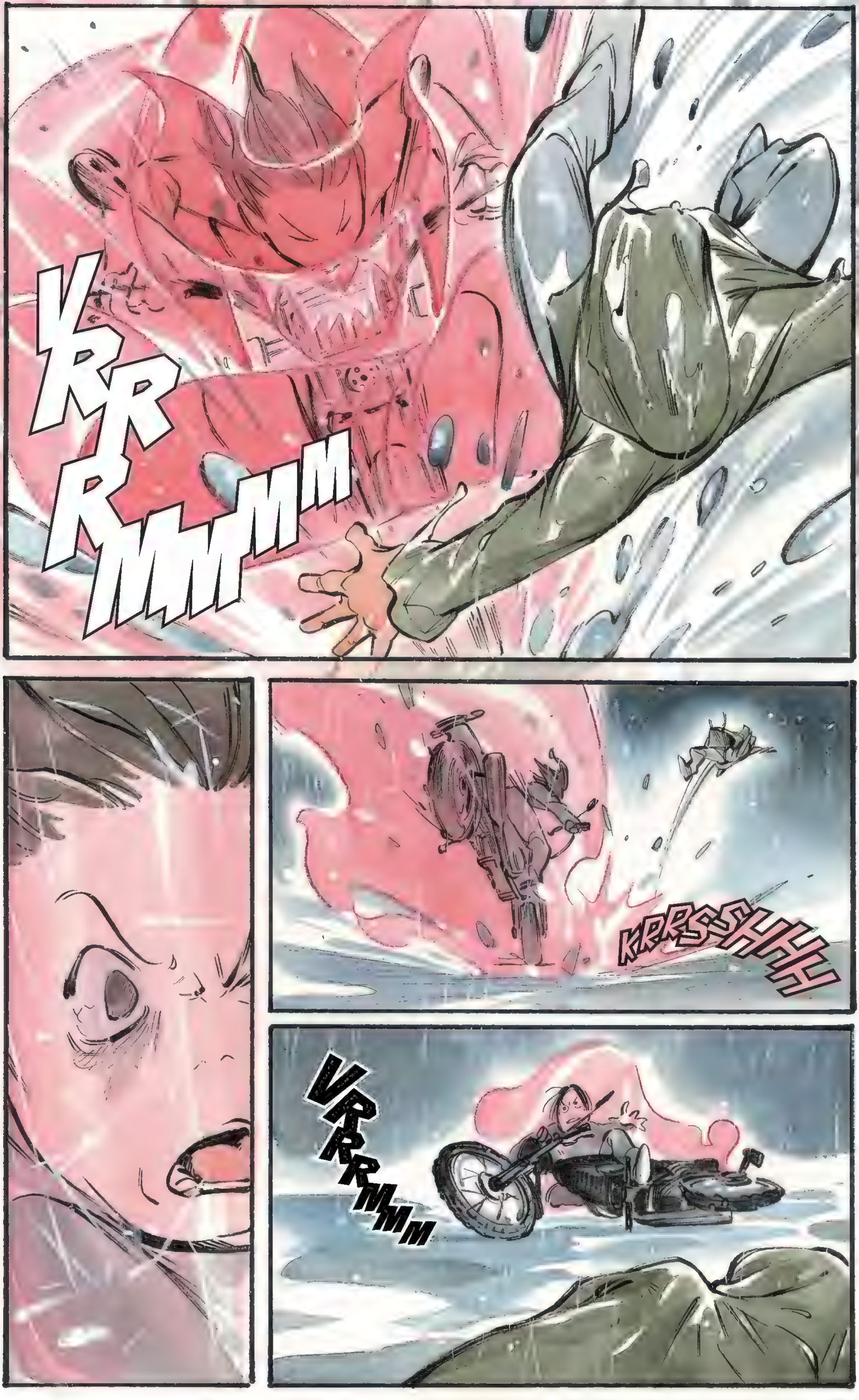

Owww...what happened...?

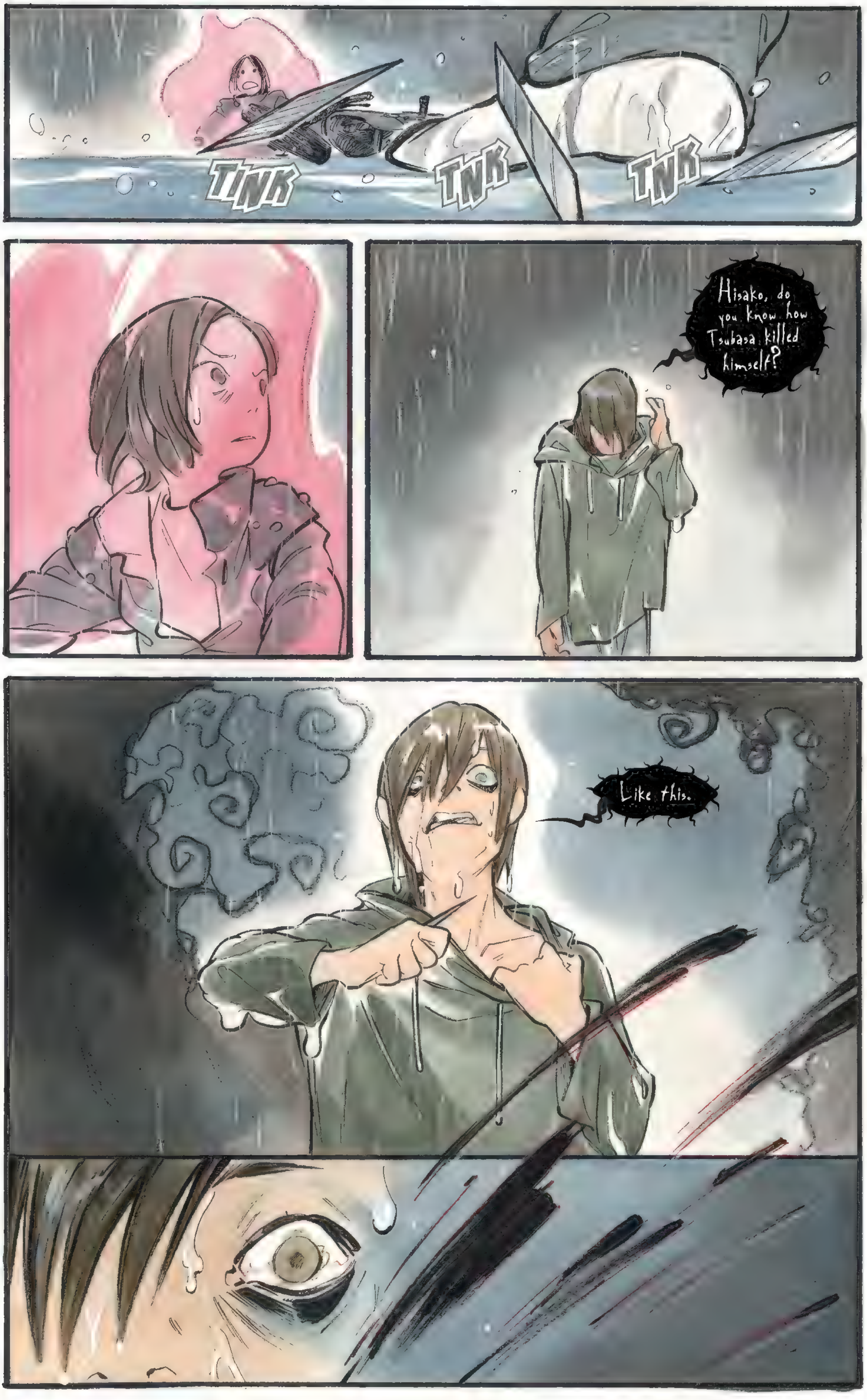

You're running away... again?
Tsubasa...
!

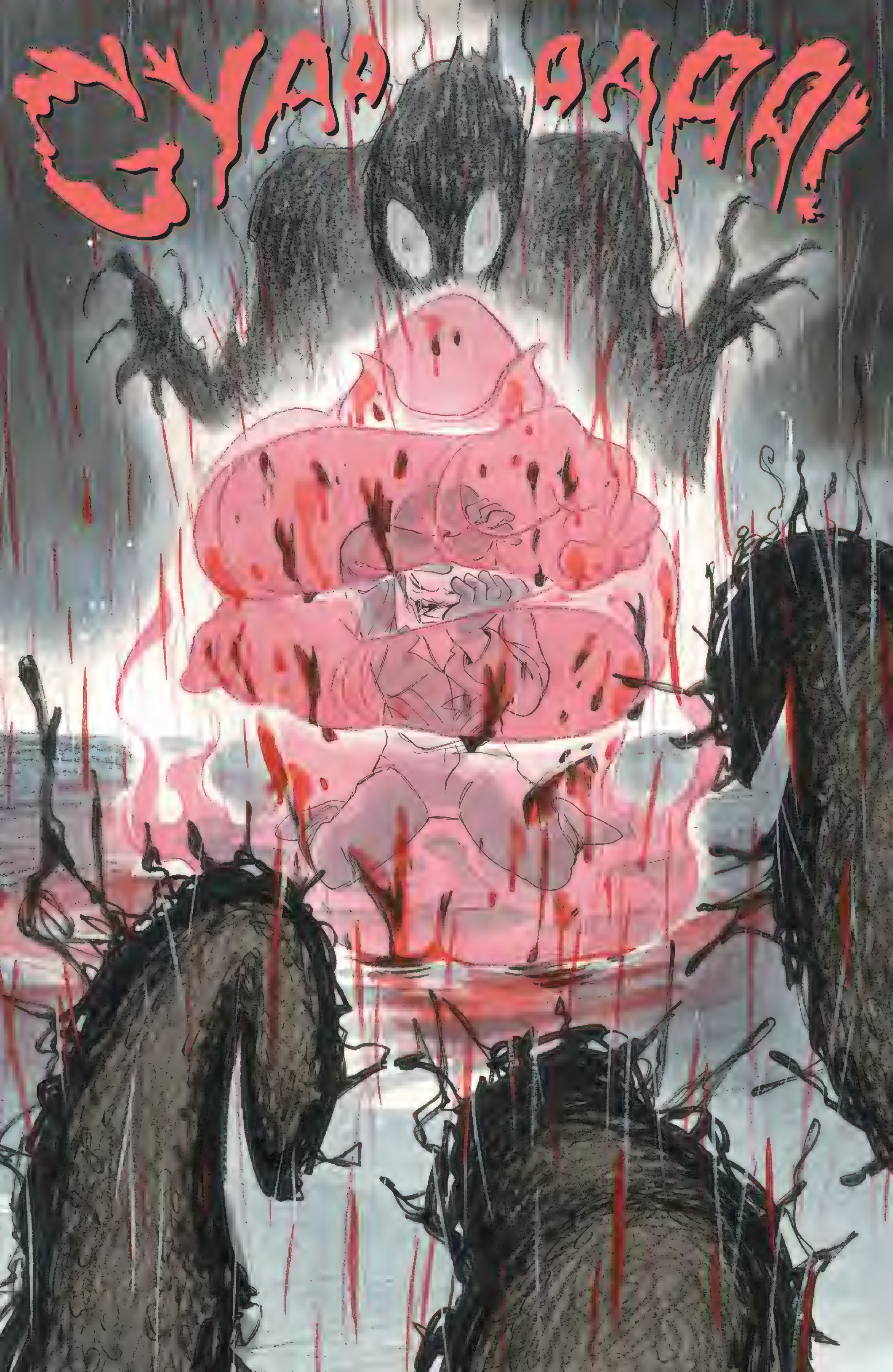

VRRNN VRNNNN

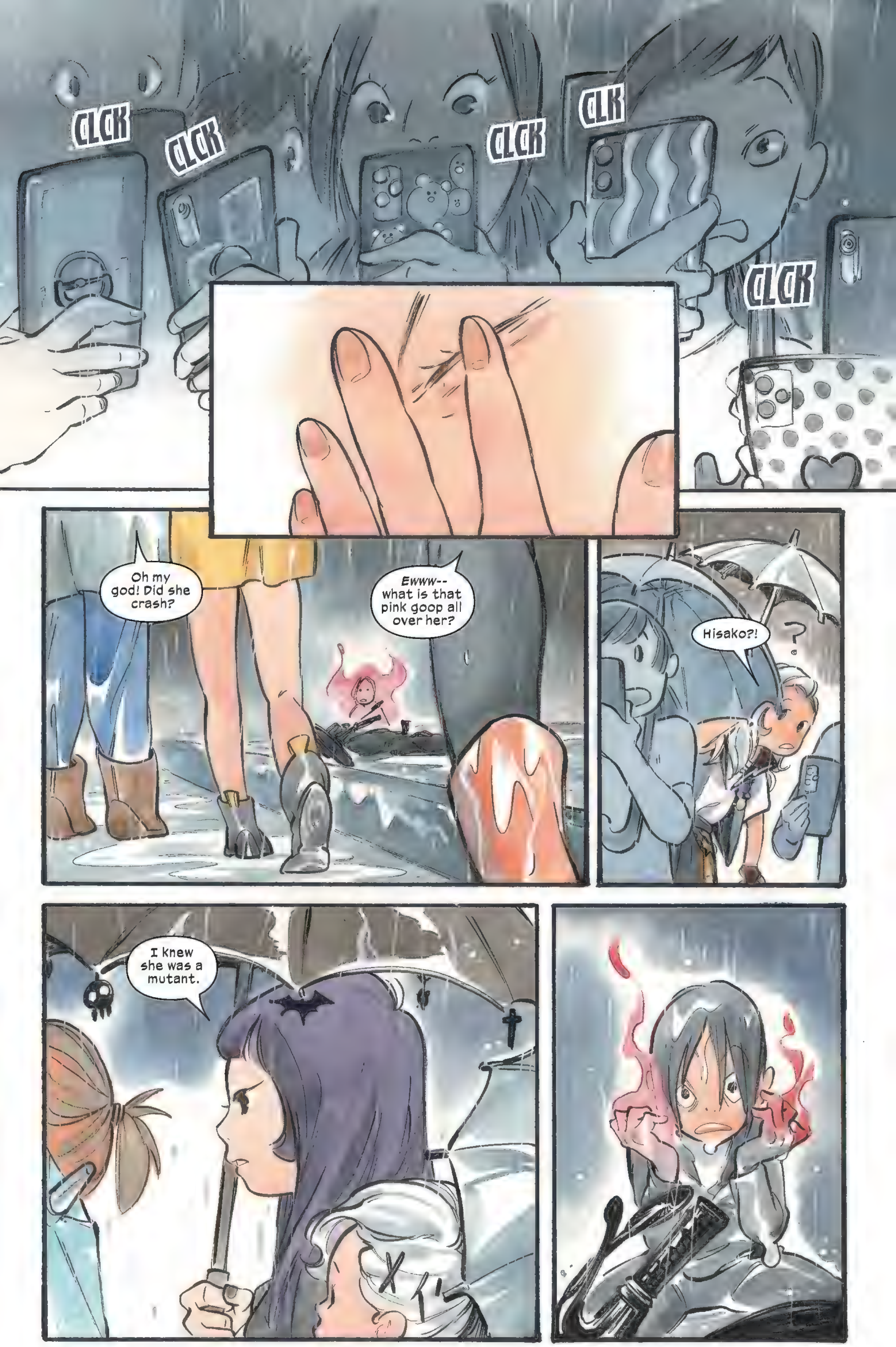

Such confidence, Hisako... so different from the last time we met.
You're learning to control your powers.
Do you think that will save you?
SFT
SFT
SFT
SFT

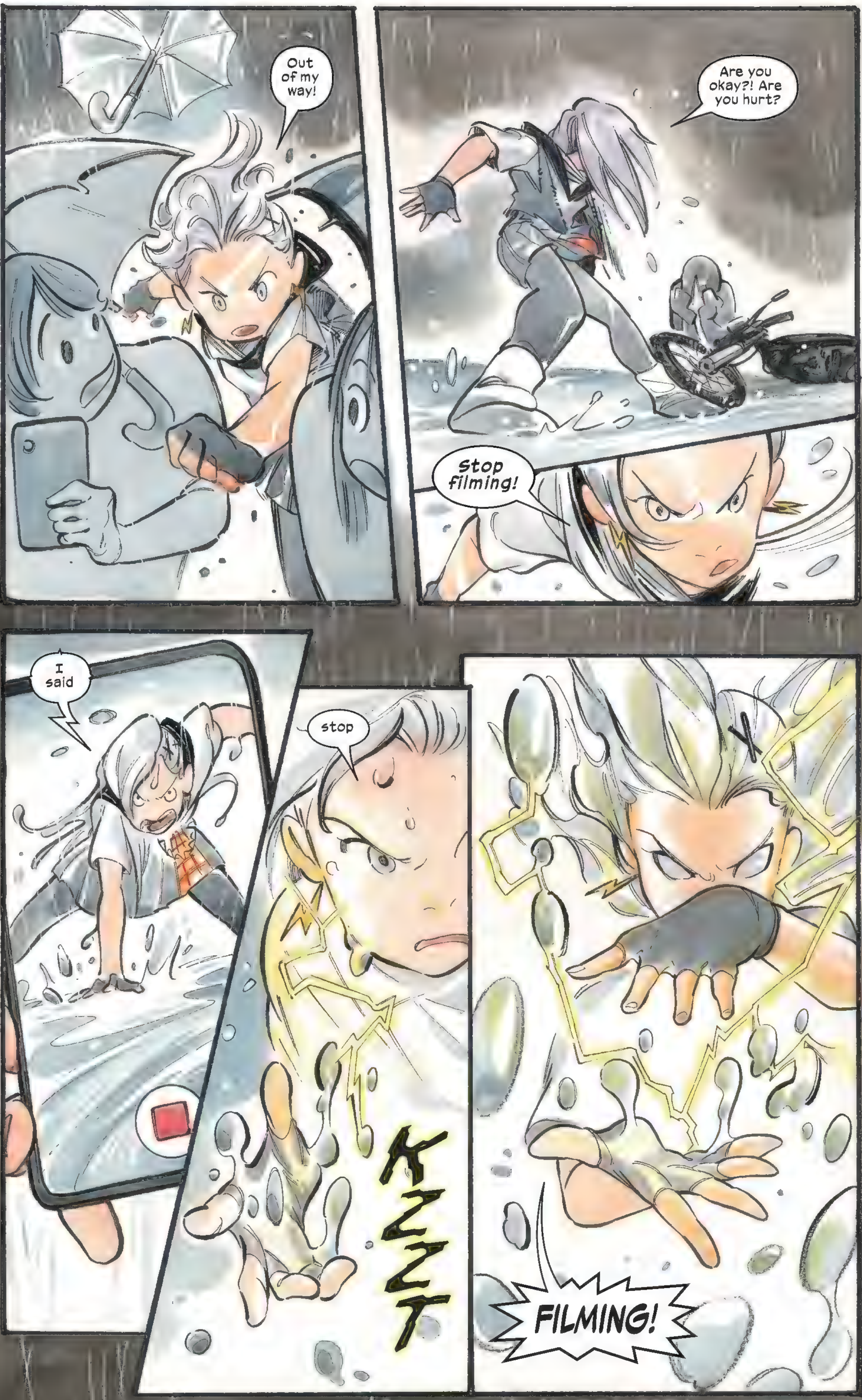


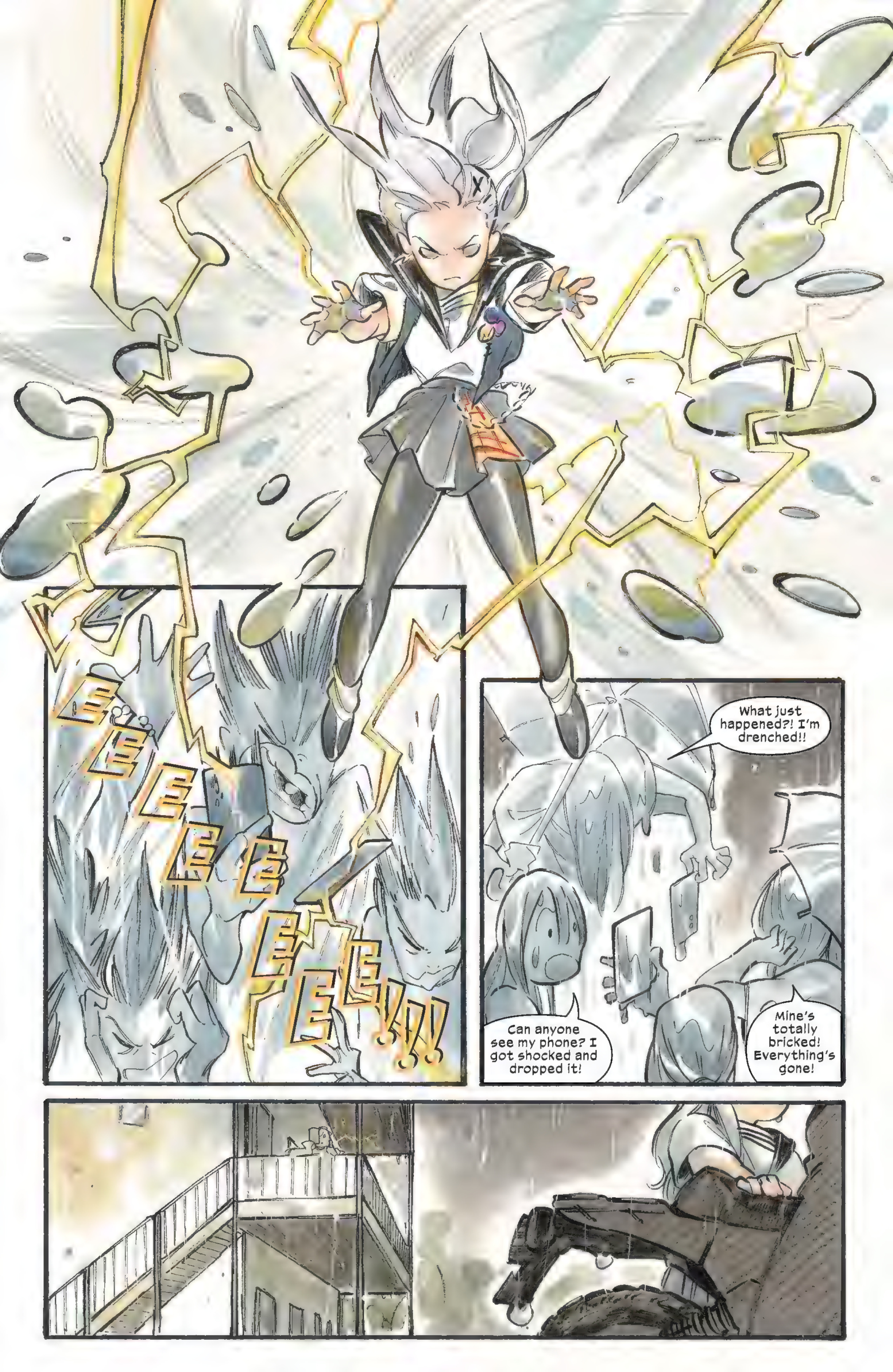

KRRMMMMM
KRRSSHHH
VRRRMMMM

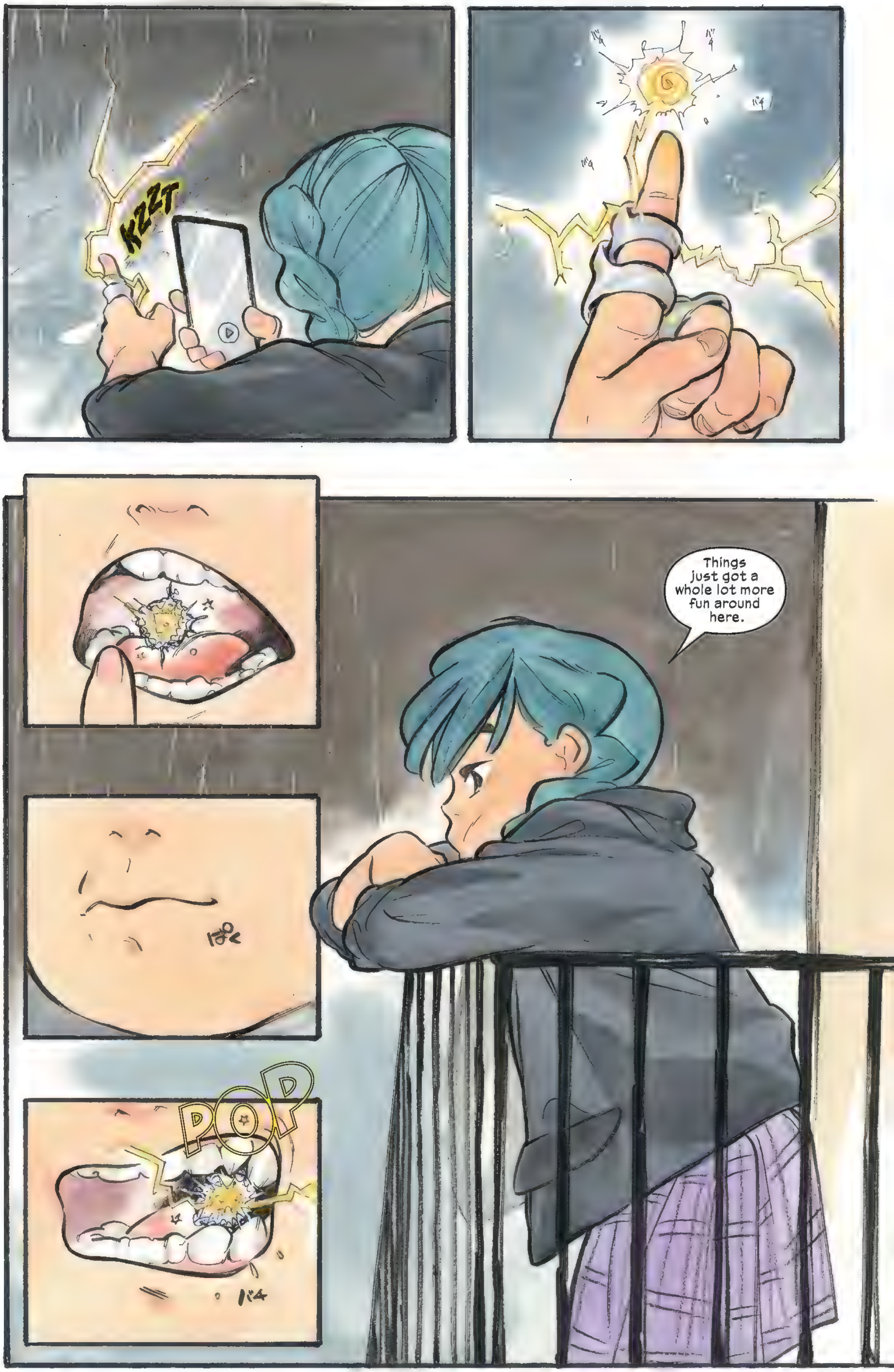

TINK
TNK
TNK
Hisako, do you know how Tsubasa killed himself?
Like this.

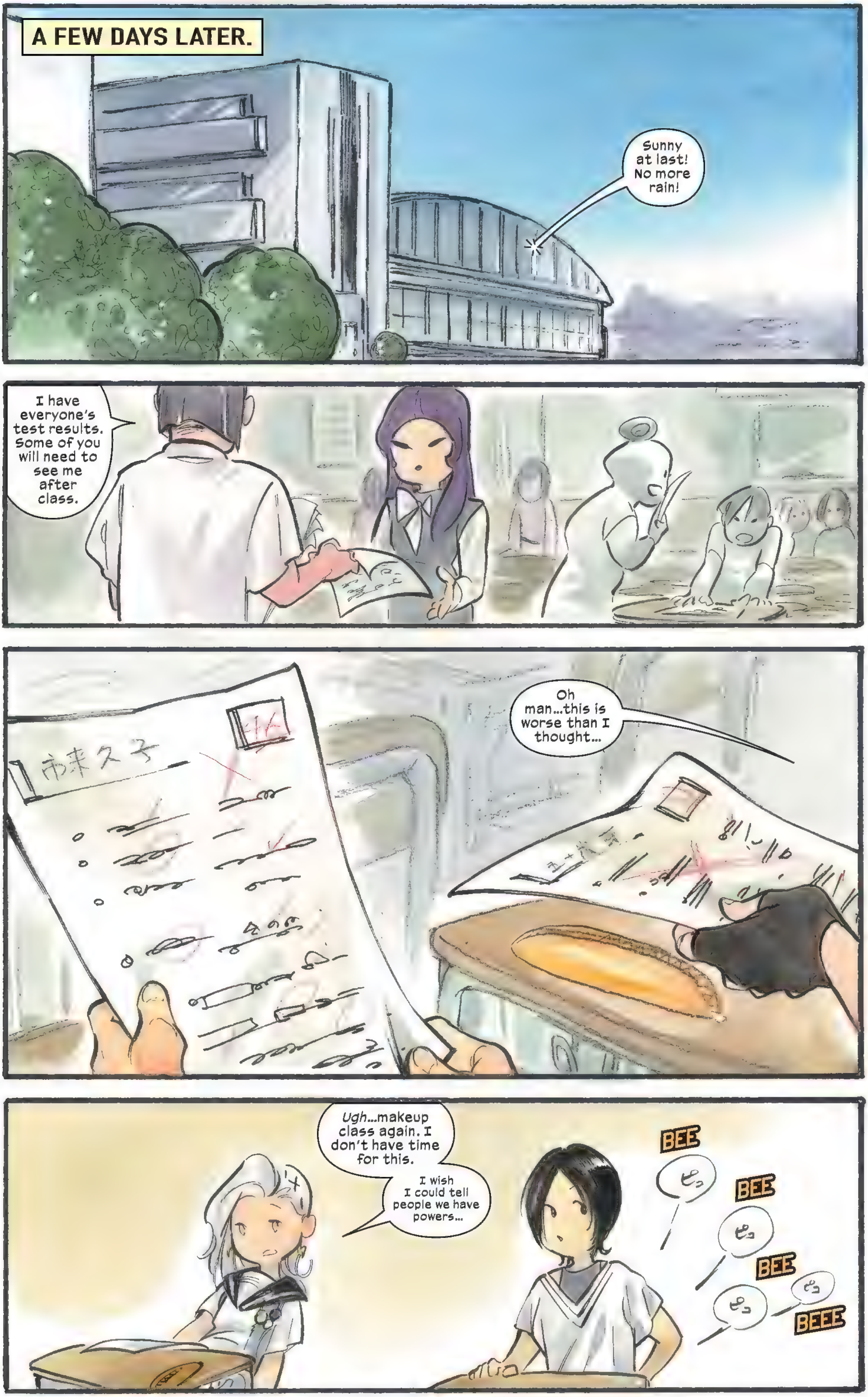

GYAA AAAAA!

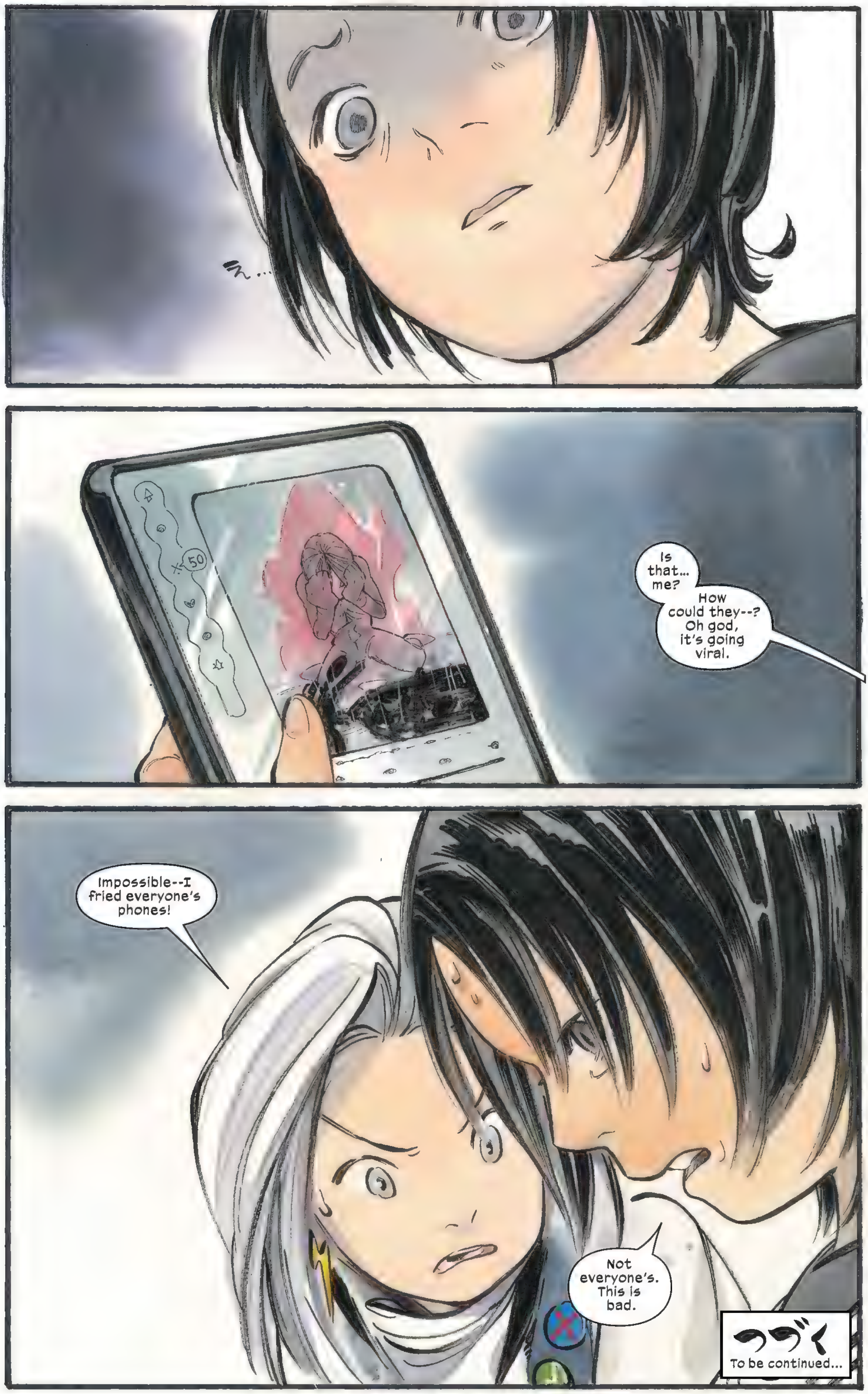

CLCK
CLCK
CLCK
CLK
CLCK
Oh my god! Did she crash?
Ewww-- what is that pink goop all over her?
Hisako?!
?
I knew she was a mutant.


Out of my way!
Are you okay?! Are you hurt?
Stop filming!
I said
stop
KZZT
FILMING!


EEEEEEEE!!!
What just happened?! I'm drenched!!
Can anyone see my phone? I got shocked and dropped it!
Mine's totally bricked! Everything's gone!


KZZT
バチ
バチ
バチ
バチ
Things just got a whole lot more fun around here.
ぱく
POP
バチ


A FEW DAYS LATER.
Sunny at last! No more rain!
I have everyone's test results. Some of you will need to see me after class.
Oh man...this is worse than I thought...
Ugh...makeup class again. I don't have time for this.
I wish I could tell people we have powers...
BEE
ピッ
BEE
ピッ
BEE
ピッ
ピッ
BEEE


ん…
Is that... me?
How could they--? Oh god, it's going viral.
Impossible--I fried everyone's phones!
Not everyone's. This is bad.
つづく
To be continued...

LEXICON

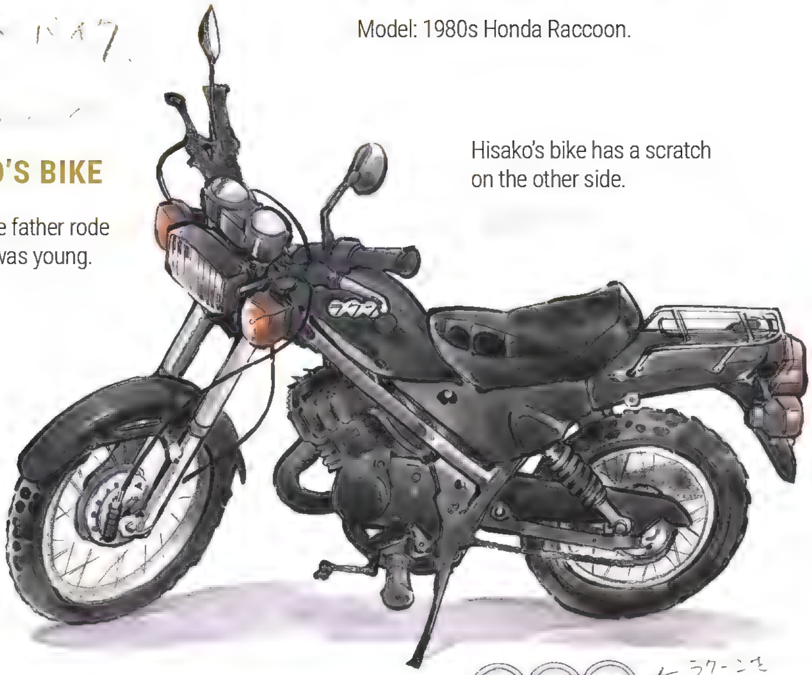
久子のバイク。

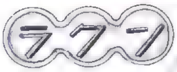
HISAKO'S BIKE

Hisako's late father rode it when he was young.

Model: 1980s Honda Raccoon.

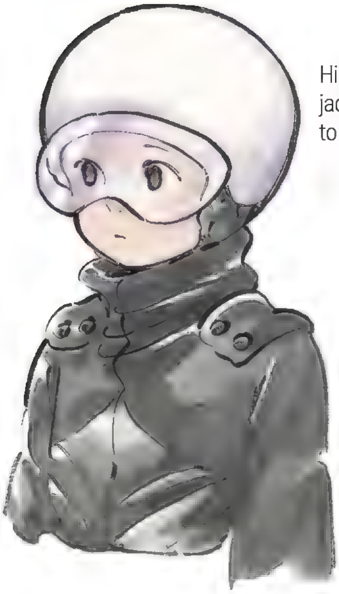
Hisako's bike has a scratch on the other side.





←ラクーンを
「ラクン」と書いた
ステッカー。

The sticker says "Racon" instead of Raccoon.



Hisako wears her mom's old jacket, from back when she used to ride with Hisako's dad.

有名になった [illegible]れは
1980年に発売された
原付バイク。
気楽に乗れるバイクとして
「原宿バイク」のキャッチコピー
で[illegible]出されてた。

The Honda Raccoon is a 49cc bike from the '80s. It was known for being easy to ride, which made it appealing to many young riders, and eventually became known as the "Harajuku bike."

NEXT

MARVEL
ULTIMATE
X-MEN
5
PEACH MOMOKO
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ON SALE THIS MONTH

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ULTIMATE
SPIDER-MAN
6

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MARVEL
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BLACK PANTHER
5

ULTIMATE BLACK PANTHER #5

BY **BRYAN HILL** & **CARLOS NIETO**

MARVEL
THE
ULTIMATES
1

ULTIMATES #1

BY **DENIZ CAMP** & **JUAN FRIGERI**

6

Twenty years ago, **THE MAKER** prevented a radioactive spider from biting a young **PETER PARKER**. He likewise prevented the creation of any other super heroes and formed a secret council to rule the world from the shadows.

Five months ago, **TONY STARK** sent Peter that same radioactive spider along with a picotech suit and warnings of **THE MAKER'S COUNCIL**. Since then, Peter has used the incredible powers granted by the spider's bite to fight crime alongside a masked vigilante called **GREEN GOBLIN** (**HARRY OSBORN**, co-C.E.O. of **OSCORP**).

They met fighting an assassin hired by **WILSON FISK**, the **KINGPIN** of New York and a subordinate of the Maker's Council. Fisk is also, as owner of **THE DAILY BUGLE**, Peter's boss...

But so far, Peter has managed to keep his second life a secret from everyone—well, except his daughter, **MAY**.

WRITER: **JONATHAN HICKMAN**
ARTIST: **MARCO CHECCHETTO**

COLOR ARTIST: **MATTHEW WILSON**
LETTERER: **VC's CORY PETIT**
COVER ARTISTS: **MARCO CHECCHETTO**
& MATTHEW WILSON
VARIANT
COVER ARTISTS: **MATEUS MANHANINI;**
DAVID MARQUEZ & JESUS ABURTOV;
CHRIS SAMNEE & MATTHEW WILSON

DESIGN: **JAY BOWEN**
ASSISTANT EDITOR: **MICHELLE MARCHESE**
EDITOR: **WIL MOSS**
EDITOR IN CHIEF: **C.B. CEBULSKI**

SPIDER-MAN CREATED BY **STAN LEE** & **STEVE DITKO**

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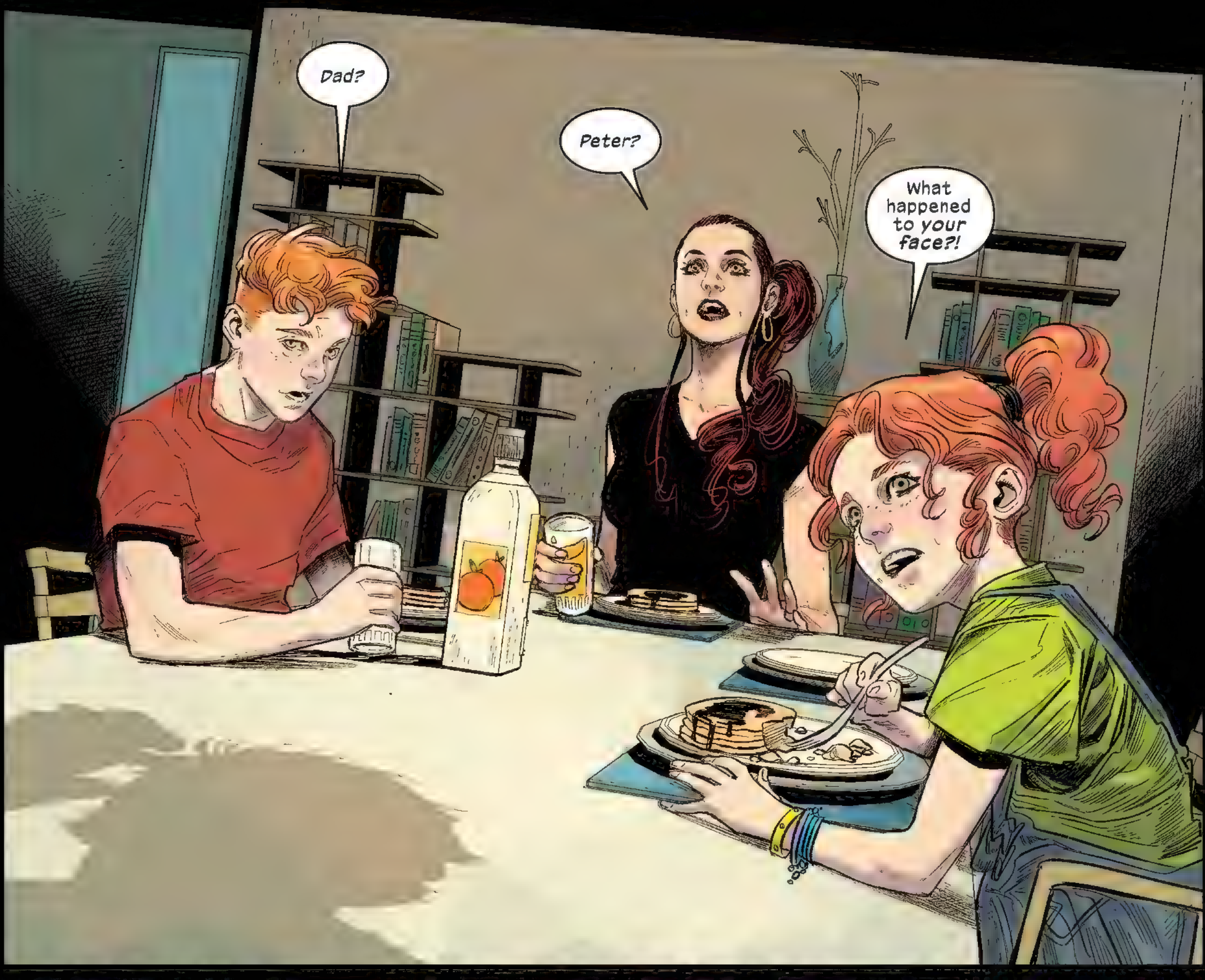
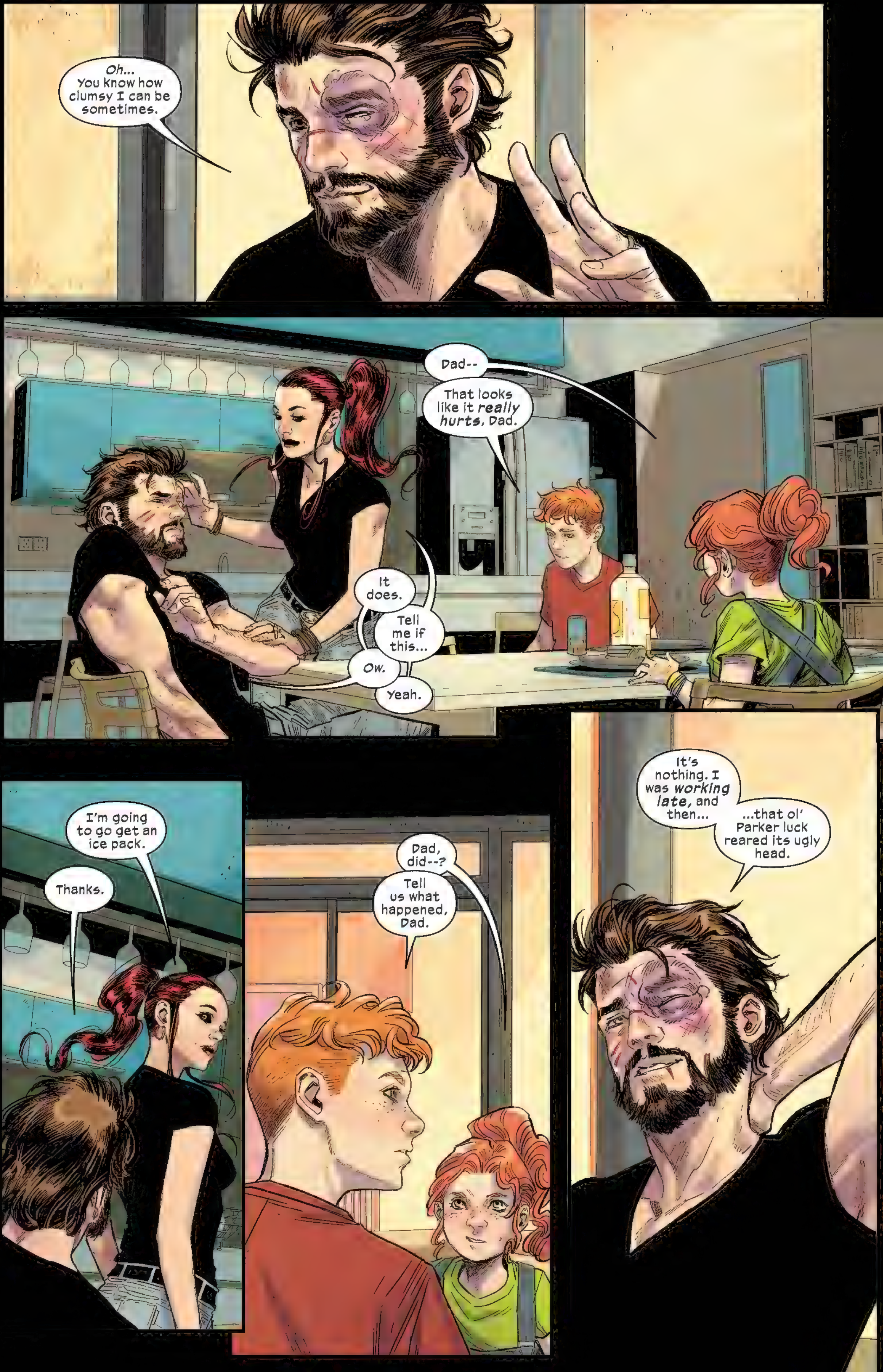
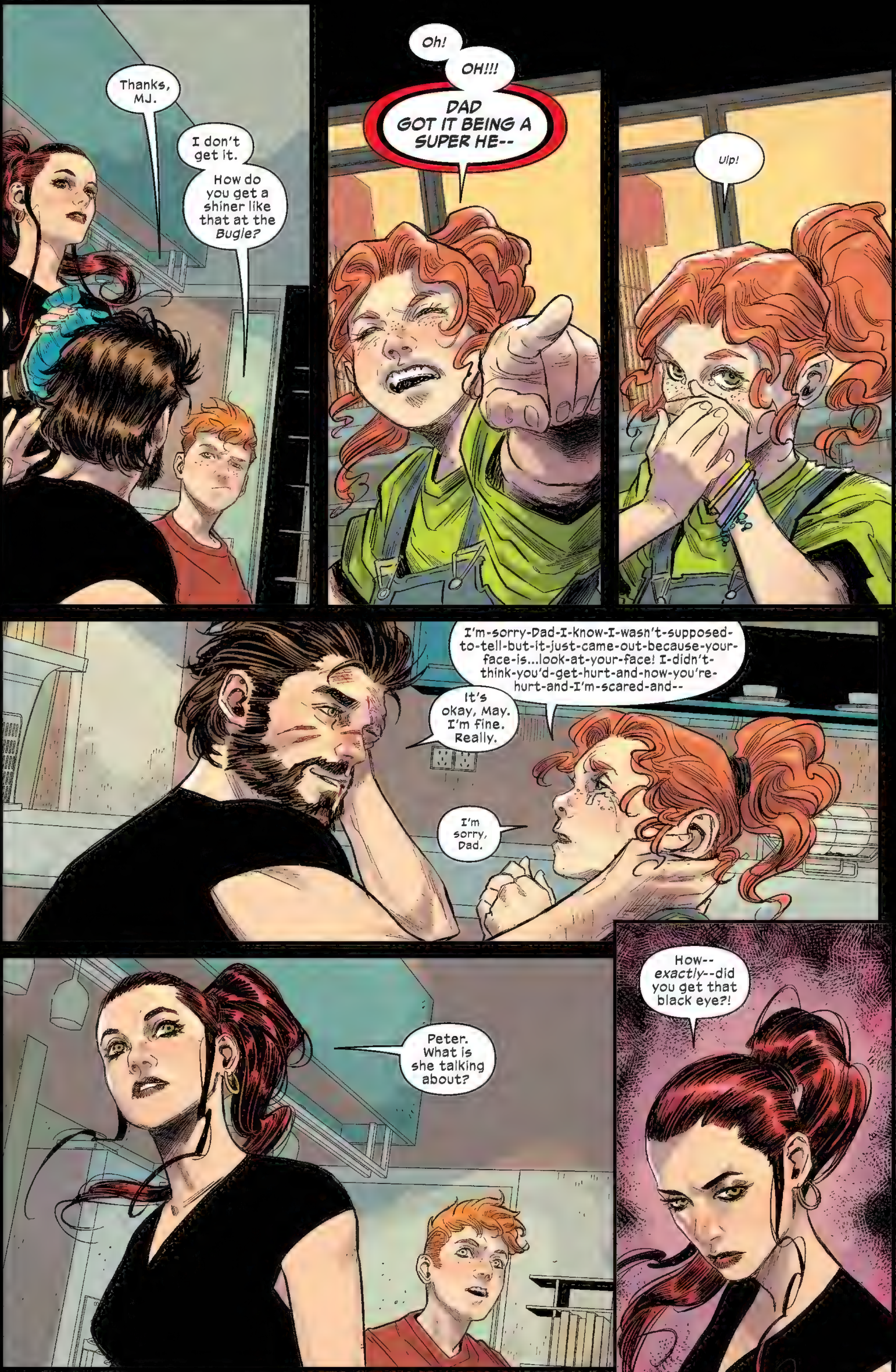
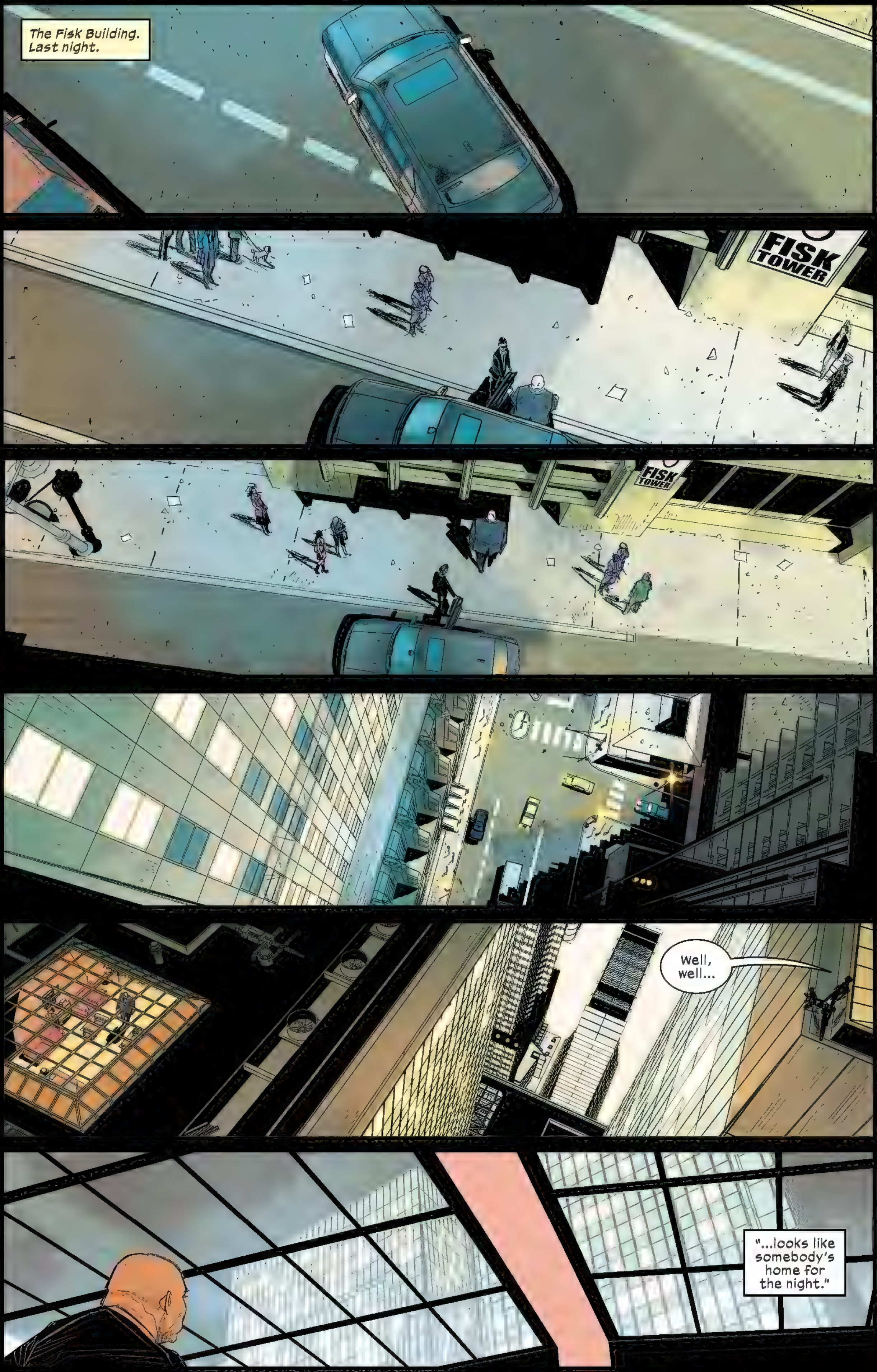
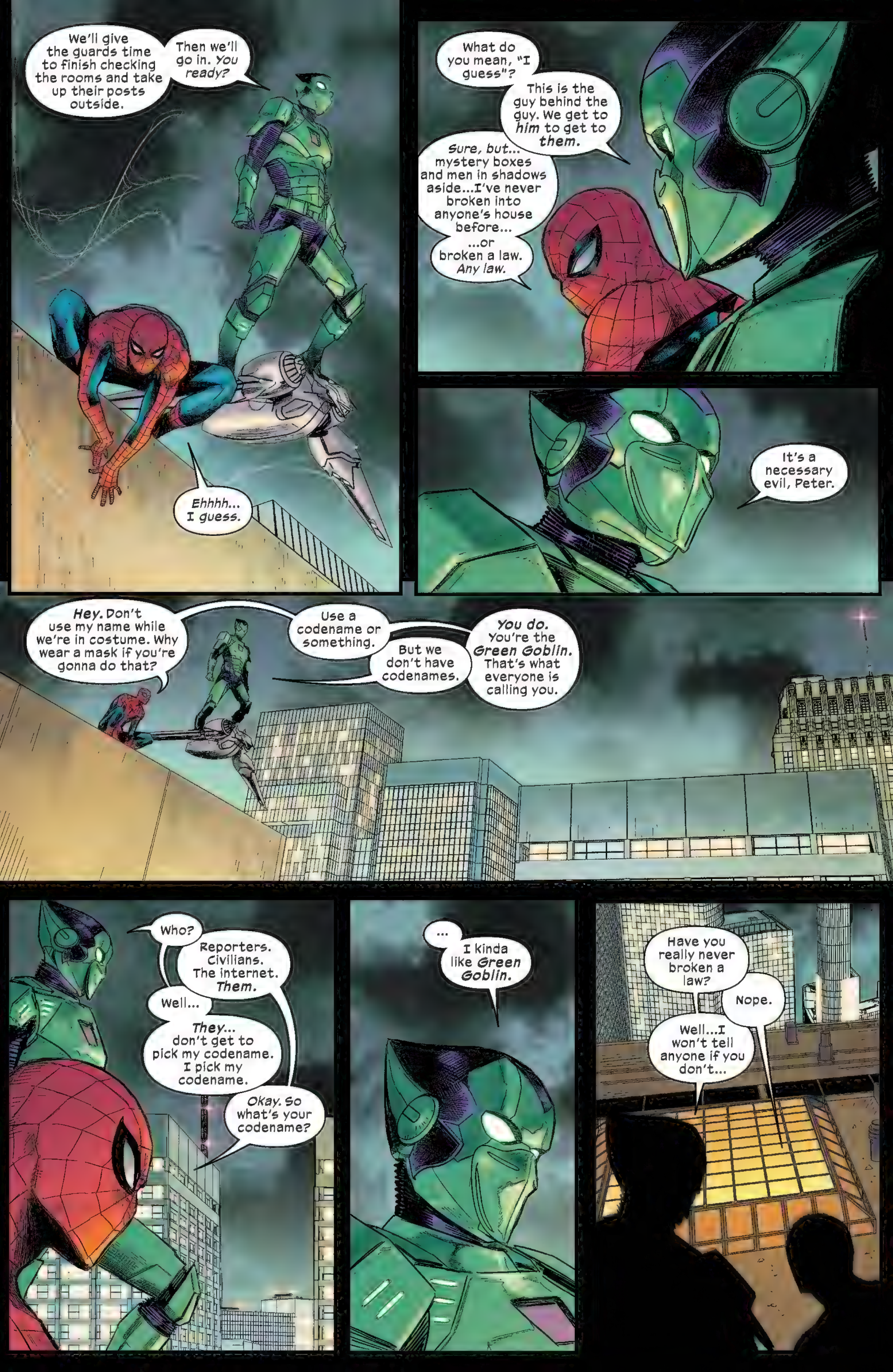
JUNE

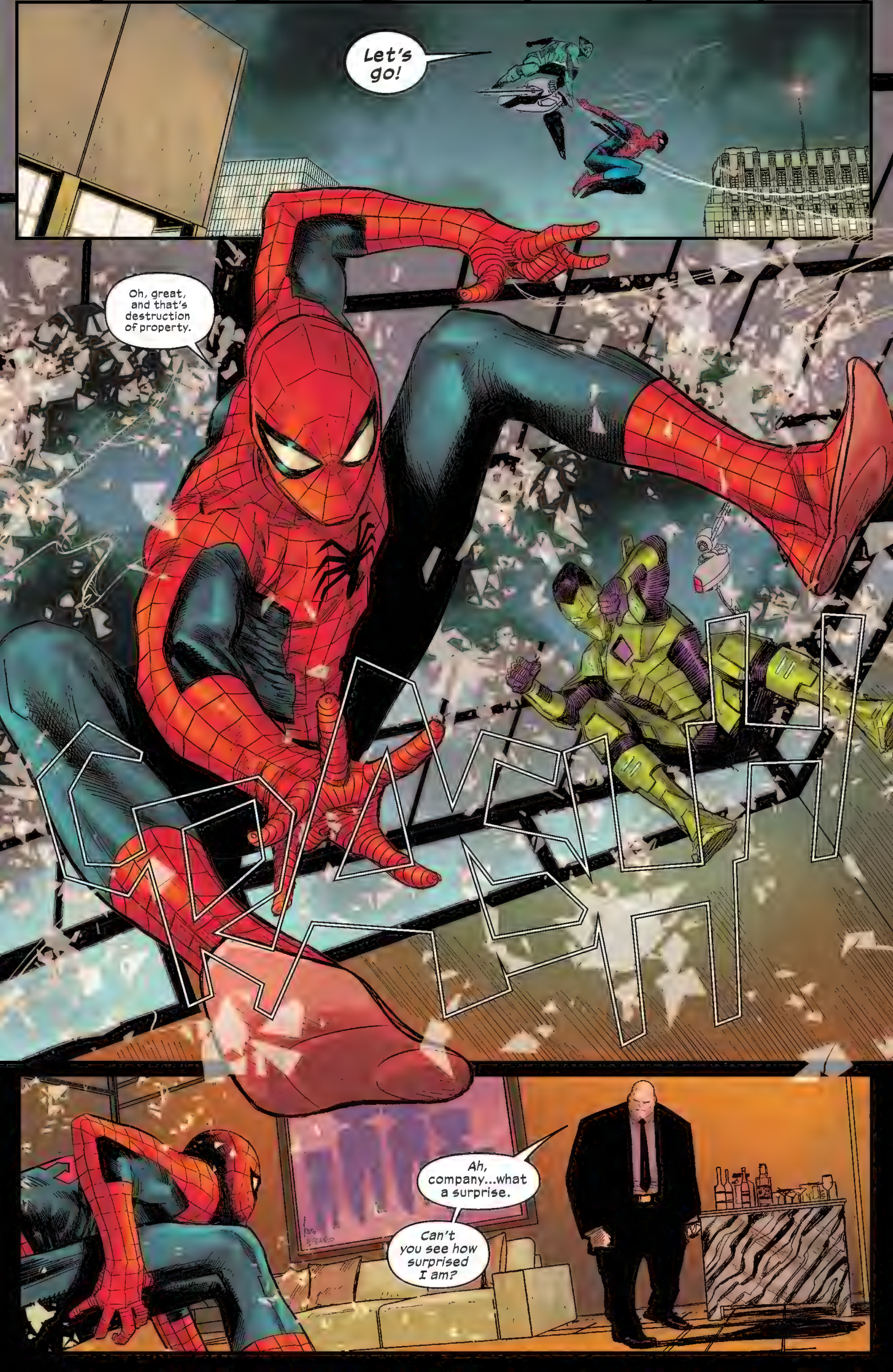

Dad?
Peter?
What happened to *your* face?!

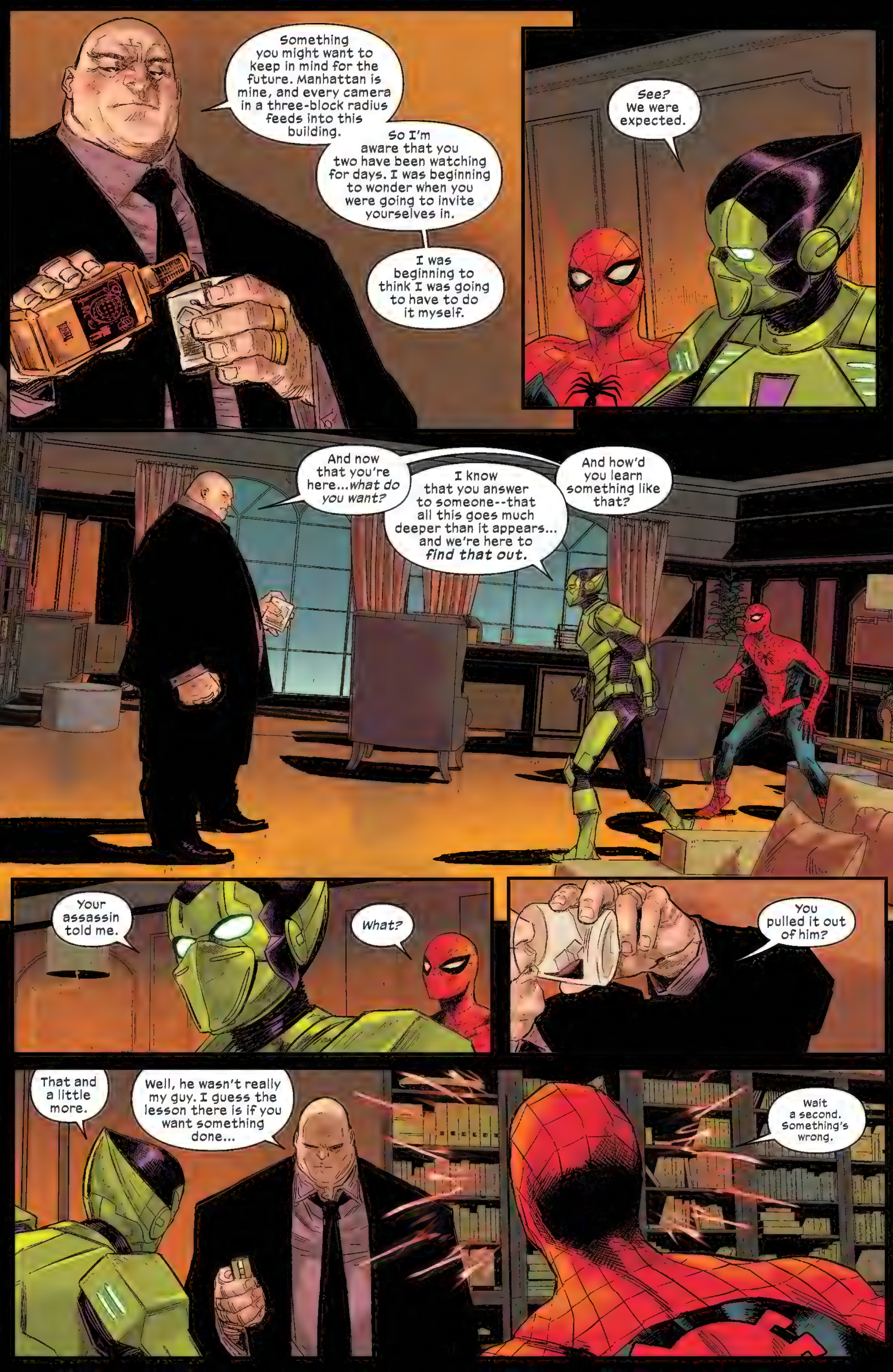

Oh... You know how clumsy I can be sometimes.
Dad--
That looks like it *really hurts*, Dad.
It does.
Tell me if this...
Ow.
Yeah.
I'm going to go get an ice pack.
Thanks.
Dad, did--?
Tell us what happened, Dad.
It's nothing. I was *working late*, and then...
...that ol' Parker luck reared its ugly head.

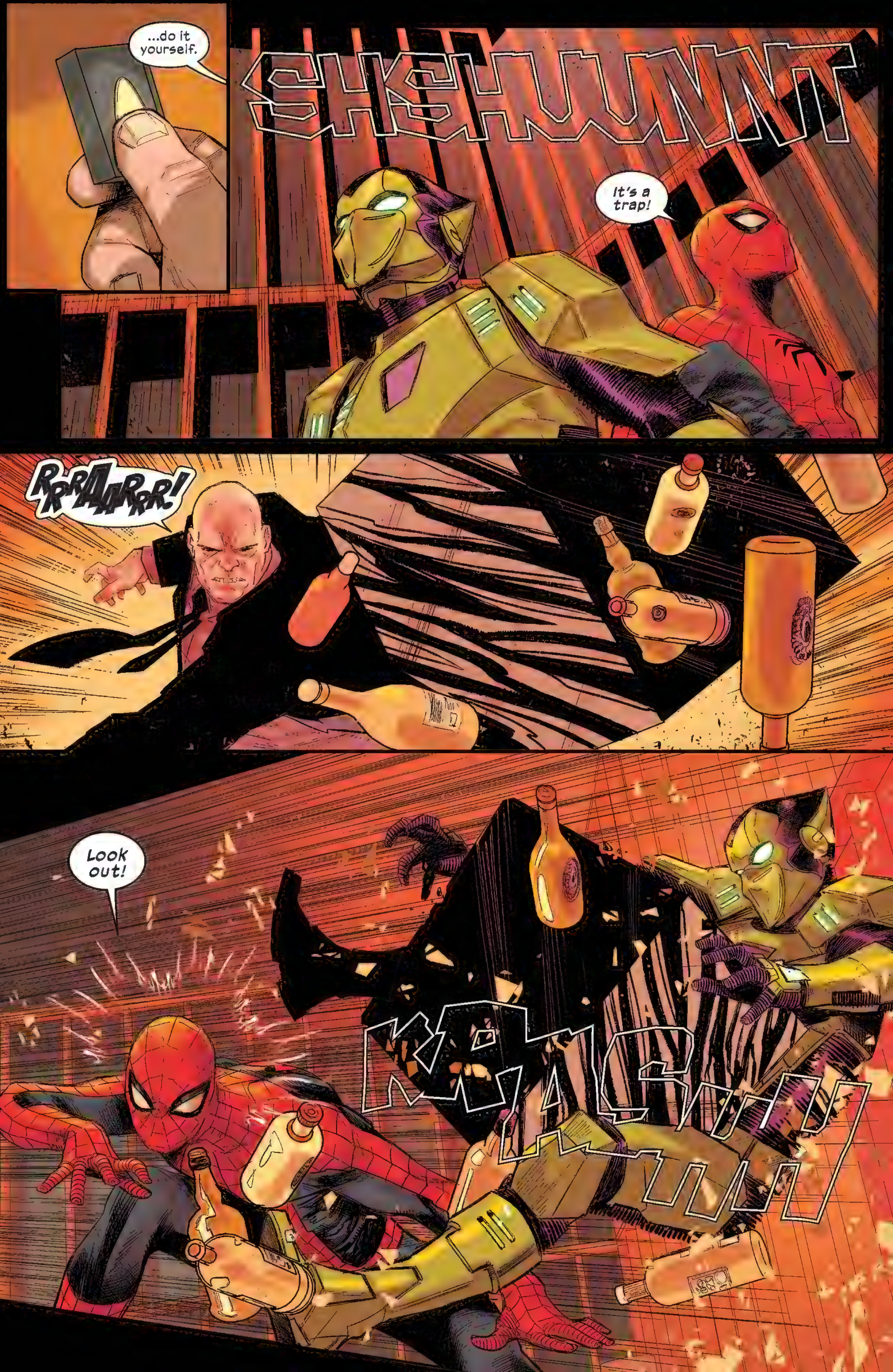

Thanks, MJ.
I don't get it.
How do you get a shiner like that at the *Bugle?*
Oh!
OH!!!
DAD GOT IT BEING A SUPER HE--
Ulp!
I'm-sorry-Dad-I-know-I-wasn't-supposed-to-tell-but-it-just-came-out-because-your-face-is...look-at-your-face! I-didn't-think-you'd-get-hurt-and-now-you're-hurt-and-I'm-scared-and--
It's okay, May. I'm fine. Really.
I'm sorry, Dad.
Peter. What is she talking about?
How--*exactly*--did you get that black eye?!

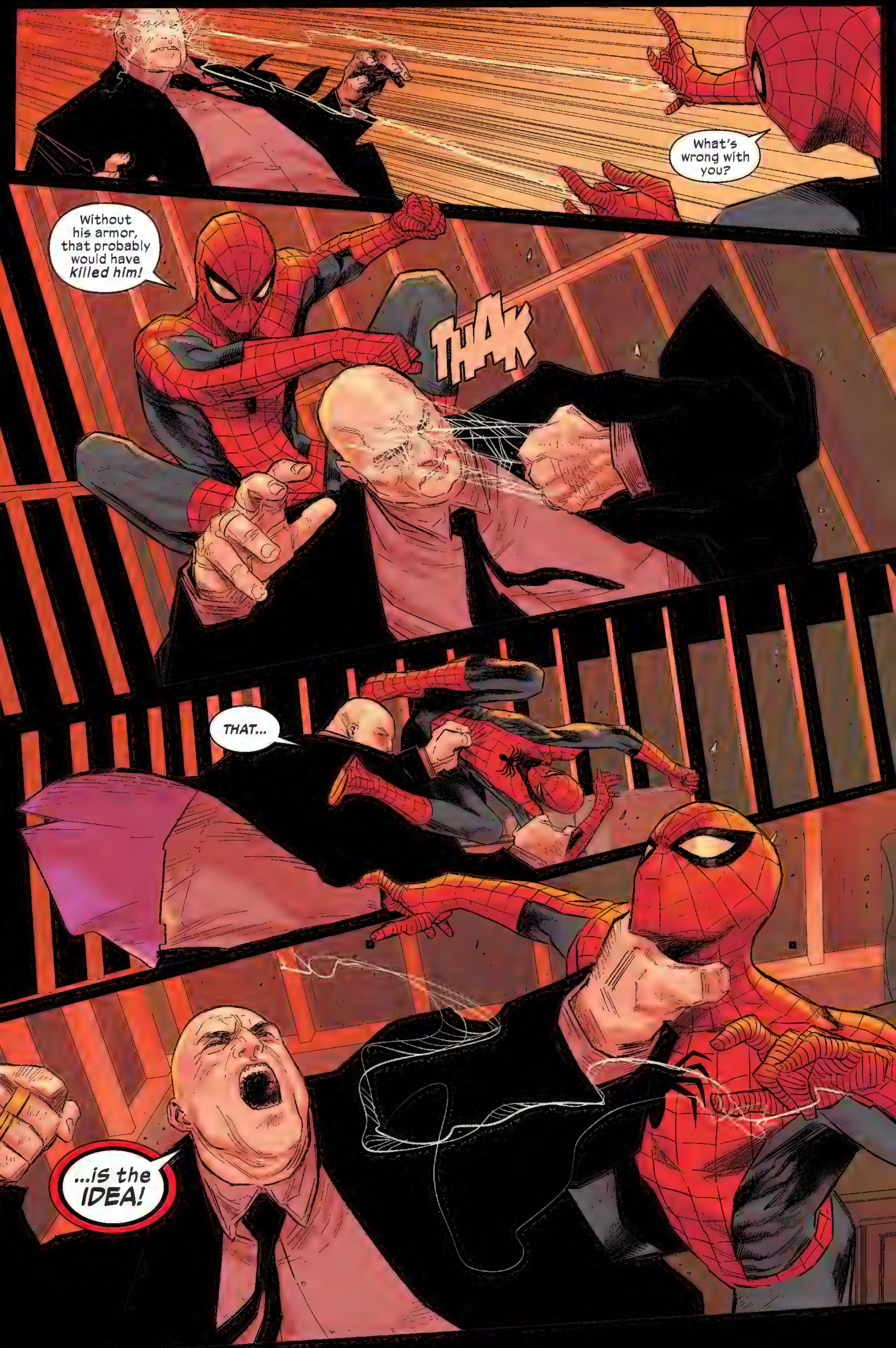

The Fisk Building. Last night.
FISK TOWER
FISK TOWER
Well, well...
"...looks like somebody's home for the night."

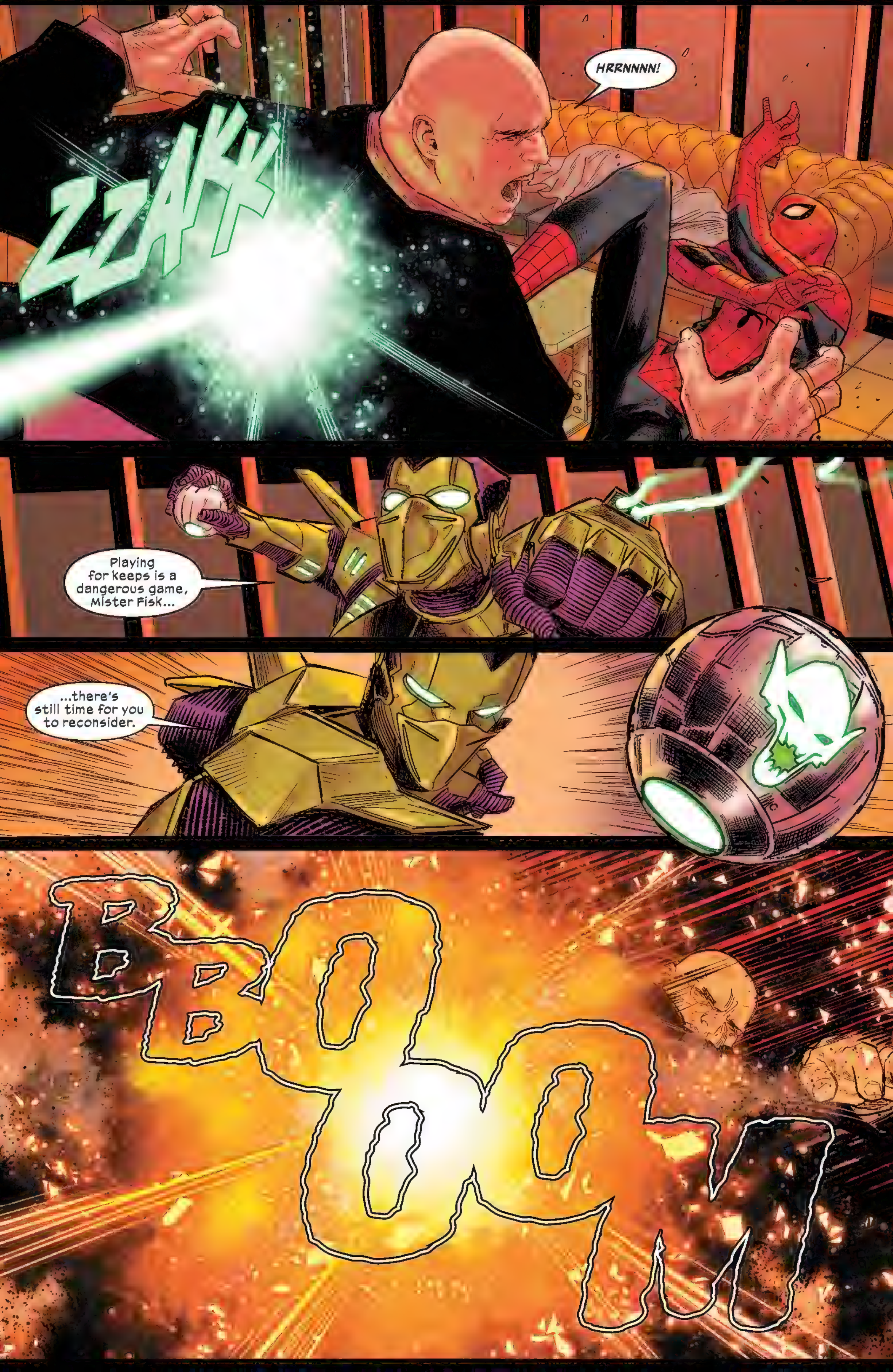

We'll give the guards time to finish checking the rooms and take up their posts outside.
Then we'll go in. *You* ready?
Ehhhh... I guess.
What do you mean, "I guess"?
This is the guy behind the guy. We get to *him* to get to *them.*
Sure, but... mystery boxes and men in shadows aside...I've never broken into anyone's house before...
...or broken a law. *Any law.*
It's a necessary evil, Peter.
Hey. Don't use my name while we're in costume. Why wear a mask if you're gonna do that?
Use a codename or something.
But we don't have codenames.
You do. You're the ***Green Goblin.*** That's what everyone is calling you.
Who?
Reporters. Civilians. The internet. ***Them.***
Well...
They... don't get to pick my codename. I pick my codename.
Okay. So what's your codename?
...
I kinda like ***Green Goblin.***
Have you really never broken a law?
Nope.
Well...I won't tell anyone if you don't...

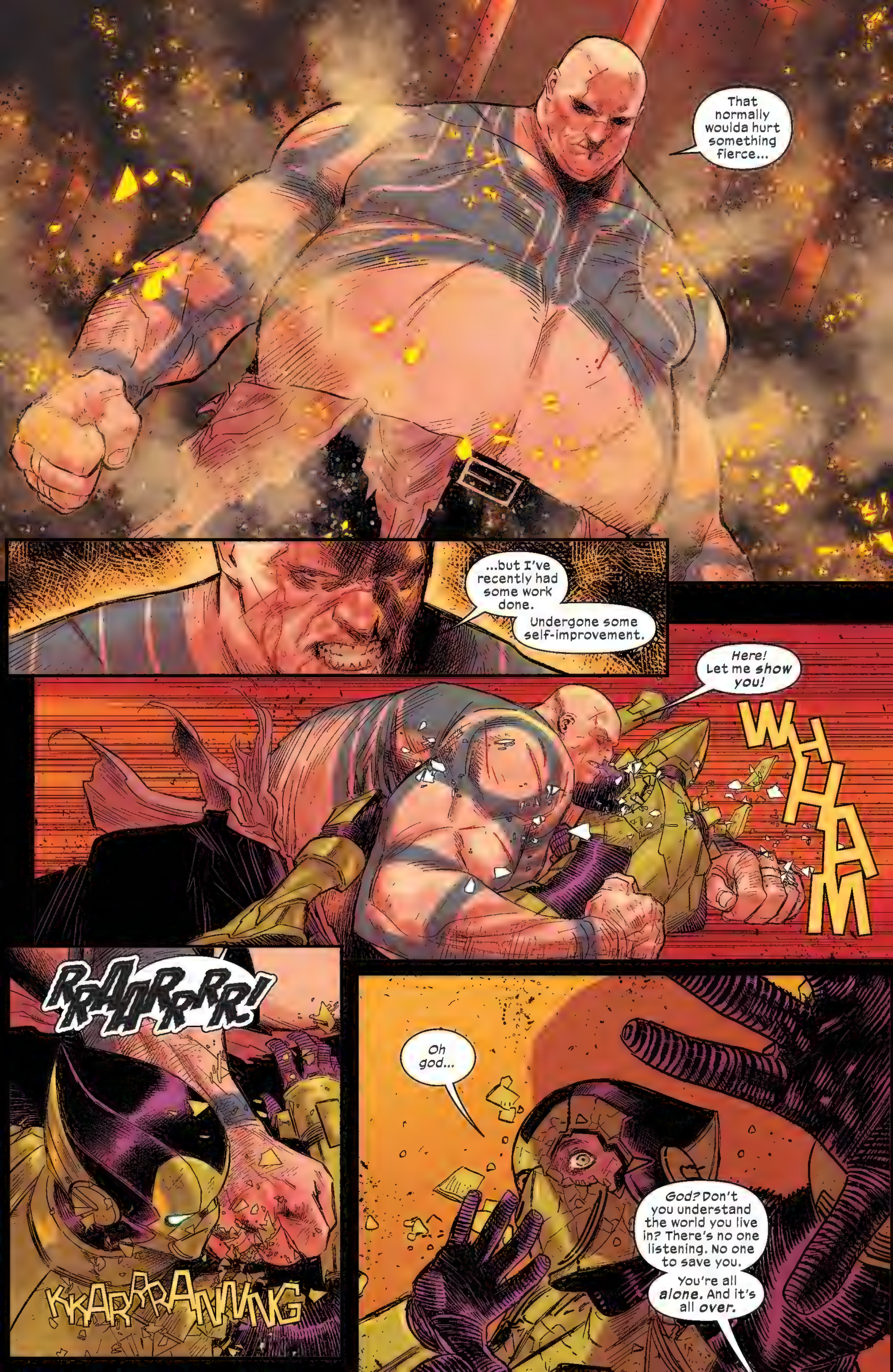

Let's go!
Oh, great, and that's destruction of property.
CRASH
CRASH
Ah, company...what a surprise.
Can't you see how surprised I am?

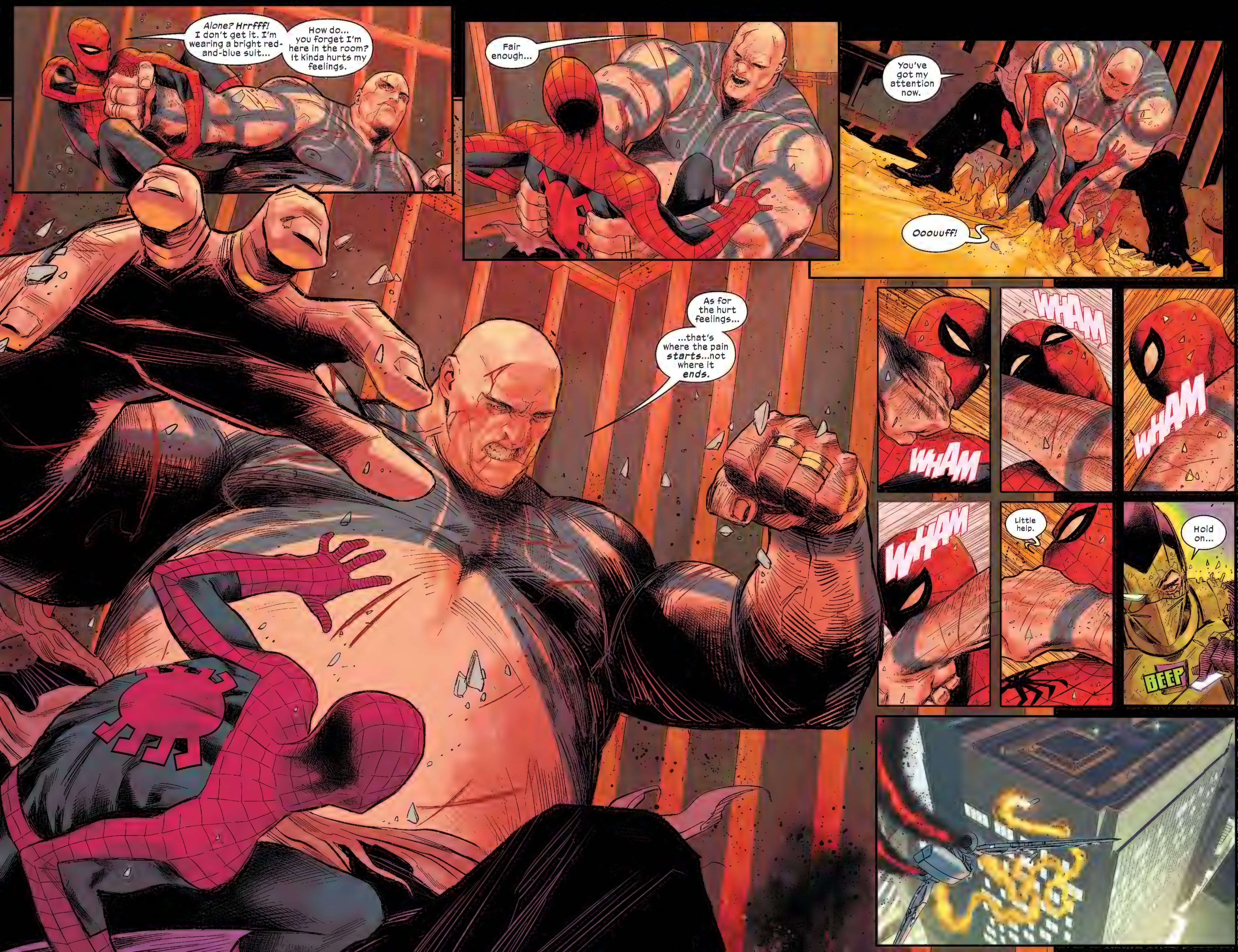

Something you might want to keep in mind for the future. Manhattan is mine, and every camera in a three-block radius feeds into this building.
So I'm aware that you two have been watching for days. I was beginning to wonder when you were going to invite yourselves in.
I was beginning to think I was going to have to do it myself.
See? We were expected.
And now that you're here...*what do you want?*
I know that you answer to someone--that all this goes much deeper than it appears... and we're here to ***find that out.***
And how'd you learn something like that?
Your assassin told me.
What?
You pulled it out of him?
That and a little more.
Well, he wasn't really my guy. I guess the lesson there is if you want something done...
Wait a second. Something's wrong.

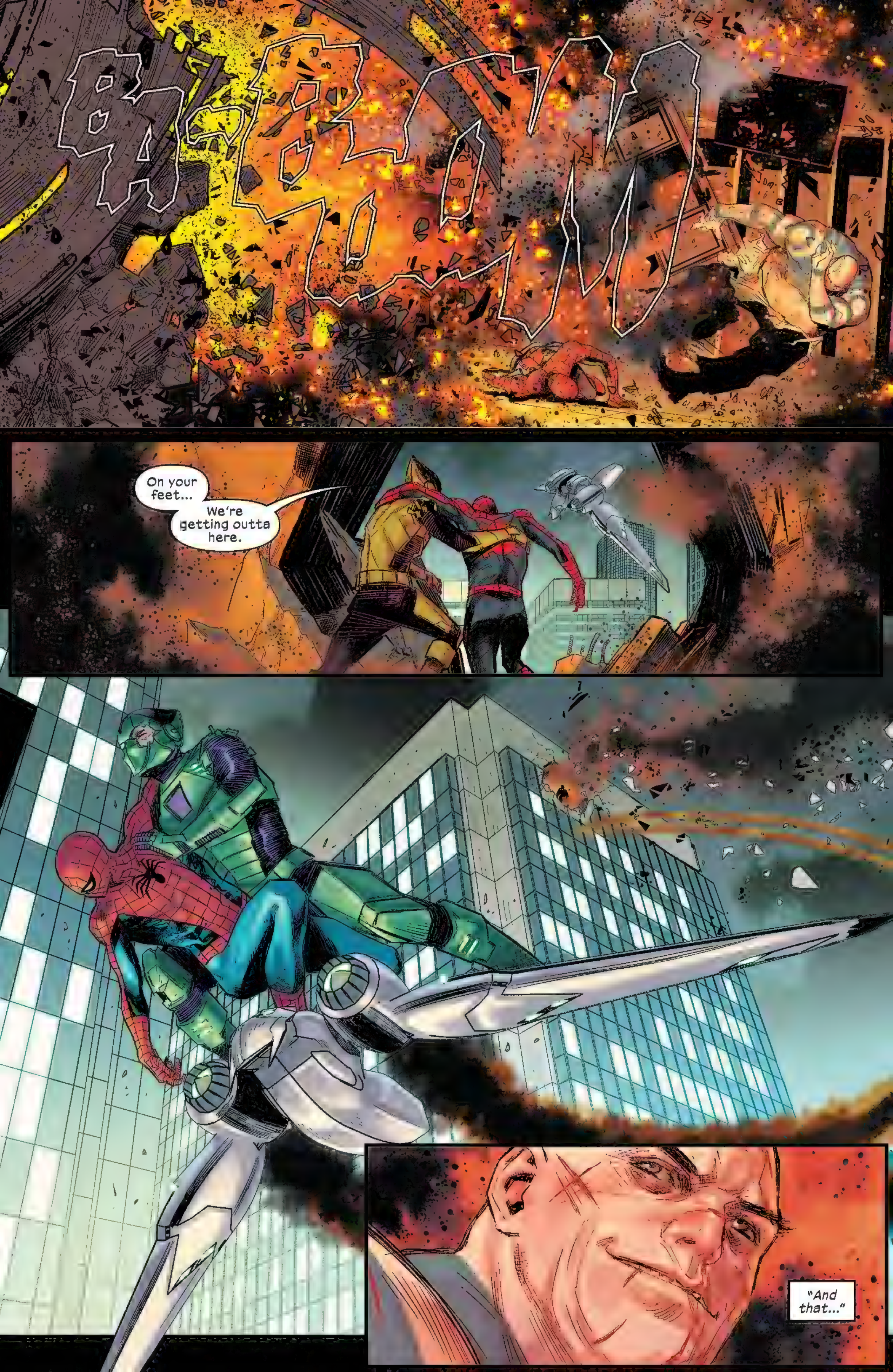

...do it yourself.
SHKSHUUUNNT
It's a trap!
RRRRAAARRR!
Look out!
KRAKSHHH

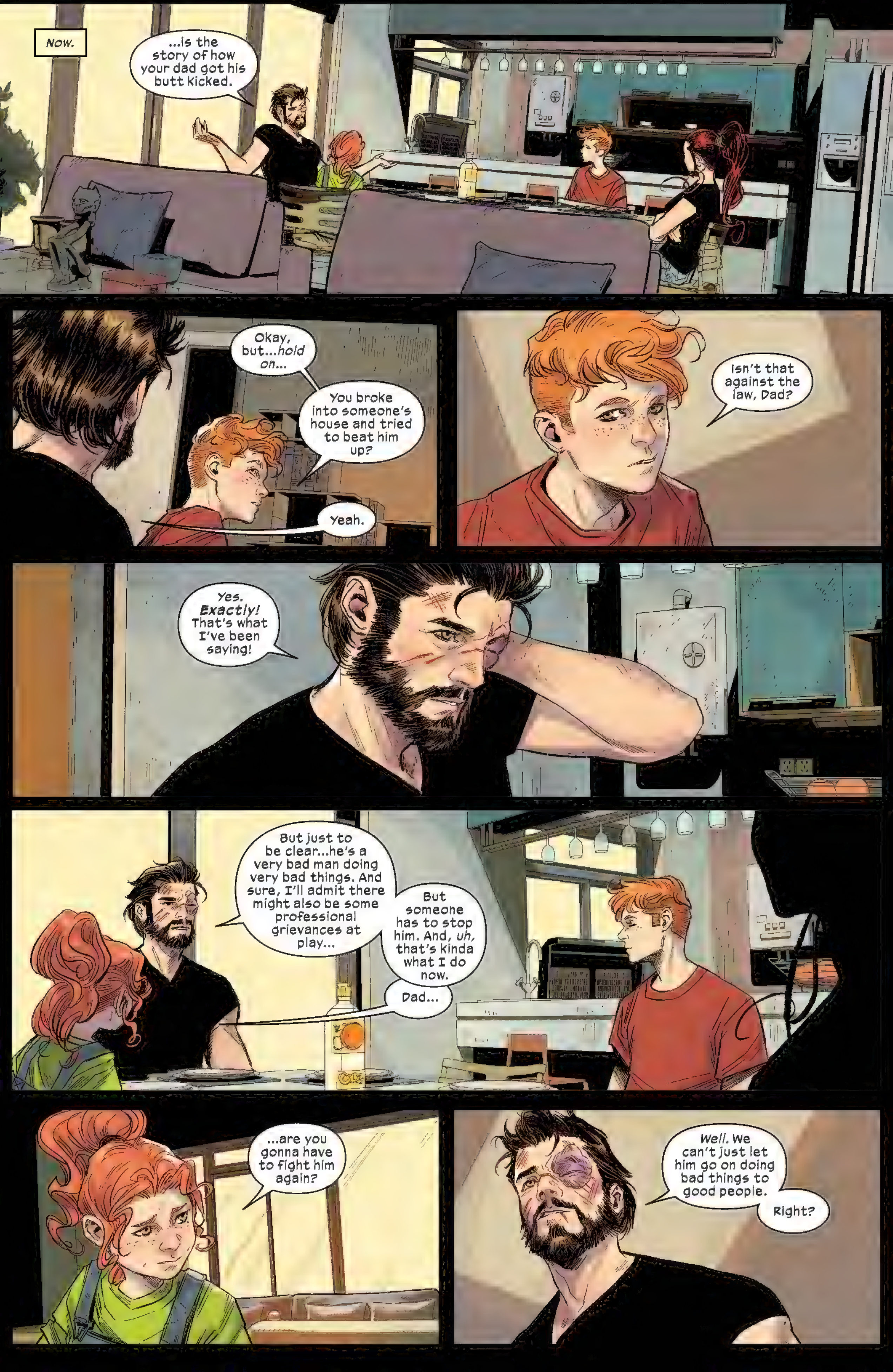

What's wrong with you?
Without his armor, that probably would have *killed him!*
THAK
THAT...
...is the *IDEA!*

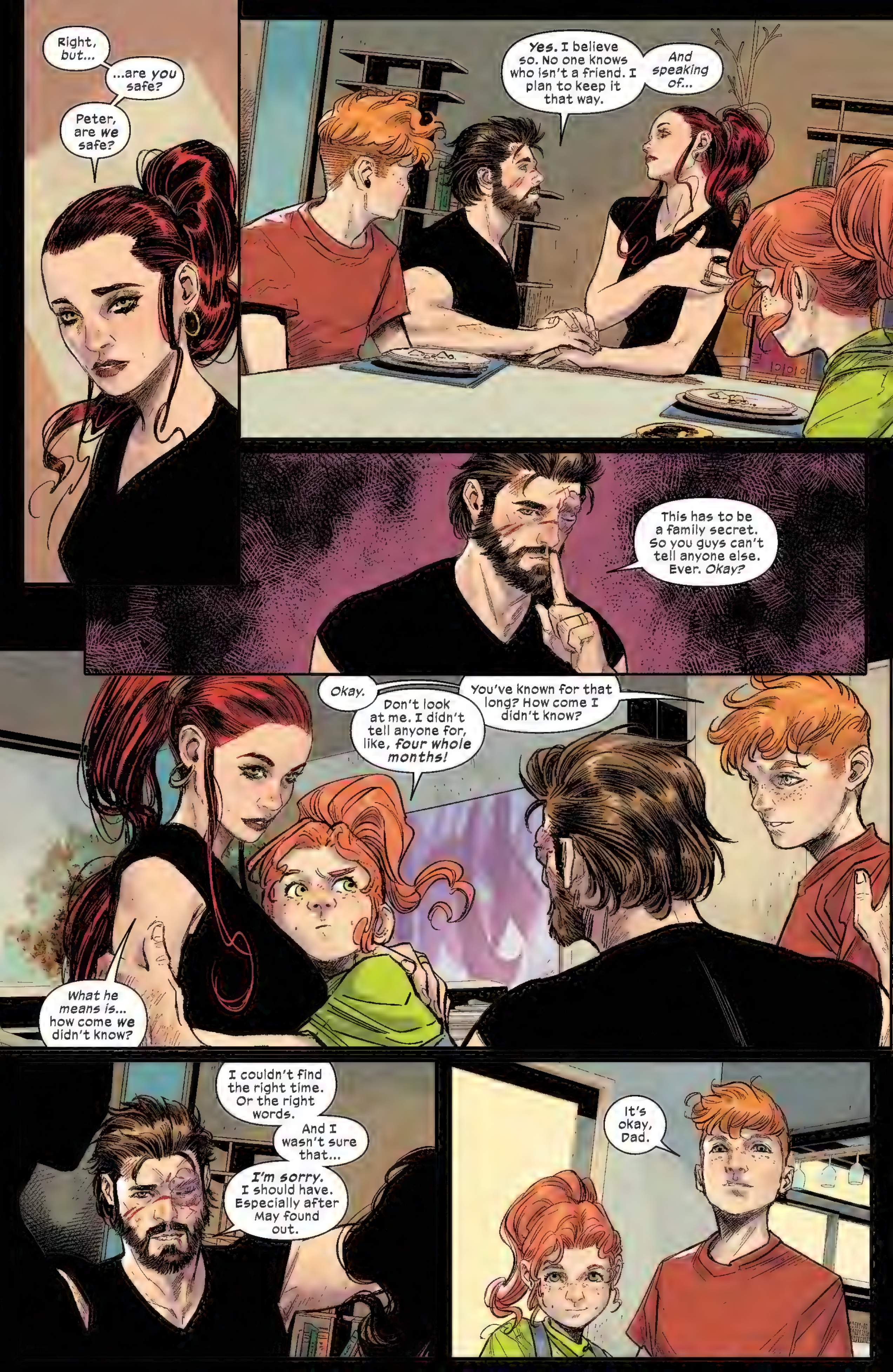

ZZAKK
HRRNNNN!
Playing for keeps is a dangerous game, Mister Fisk...
...there's still time for you to reconsider.
BOOOM

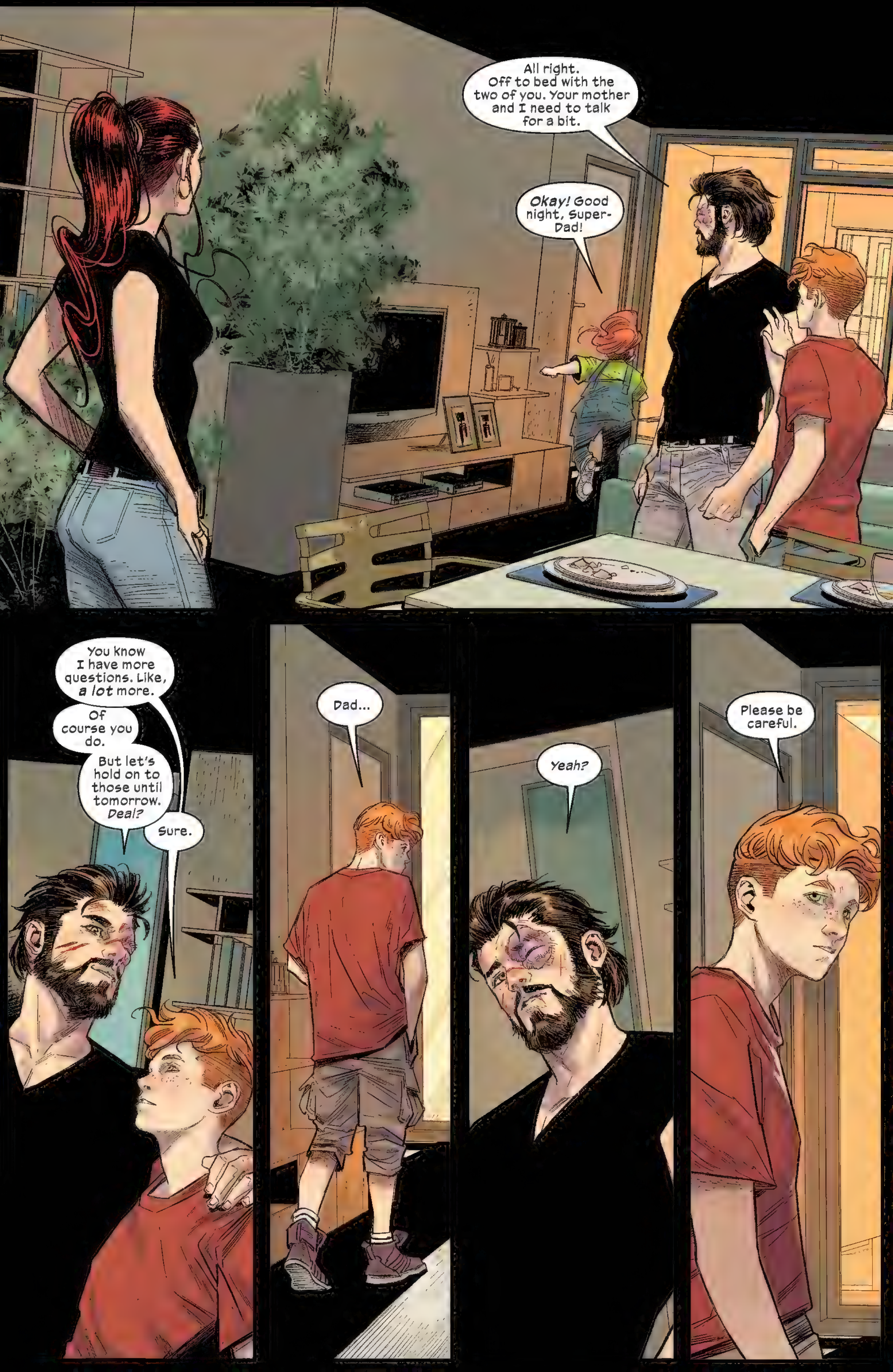

That normally woulda hurt something fierce...
...but I've recently had some work done.
Undergone some self-improvement.
Here! Let me *show* you!
WHHAM
RRAARRRR!
KKARRRANNNG
Oh god...
God? Don't you understand the world you live in? There's no one listening. No one to save you.
You're all *alone*. And it's all *over*.

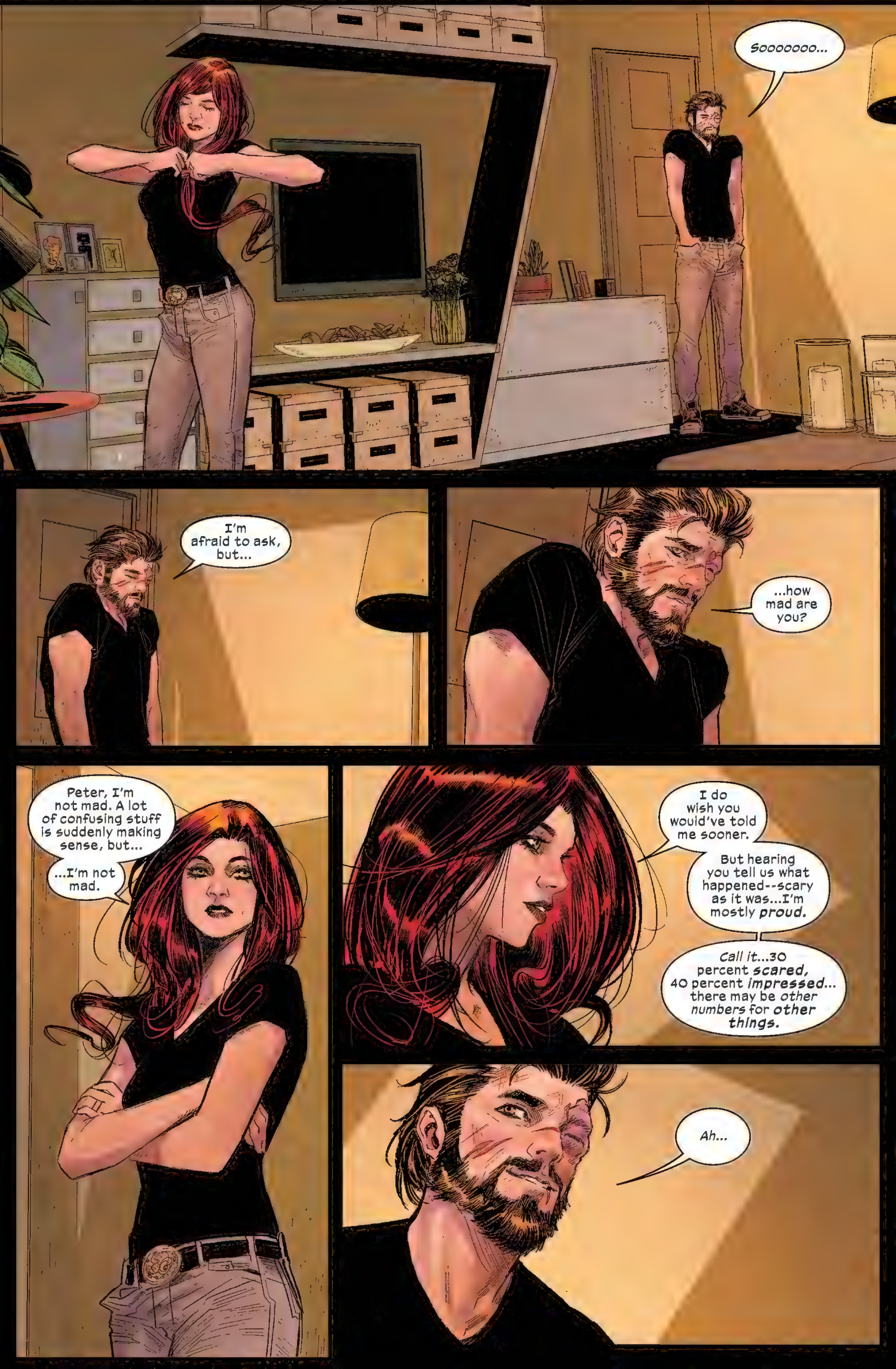

*Alone? **Hrrfff!*** I don't get it. I'm wearing a bright red-and-blue suit...
How do... you forget I'm here in the room? It kinda hurts my feelings.
Fair enough...
You've got my attention now.
Ooouuff!
As for the hurt feelings...
...that's where the pain *starts*...not where it *ends*.
WHAM
WHAM
WHAM
WHAM
Little help.
Hold on...
BEEP

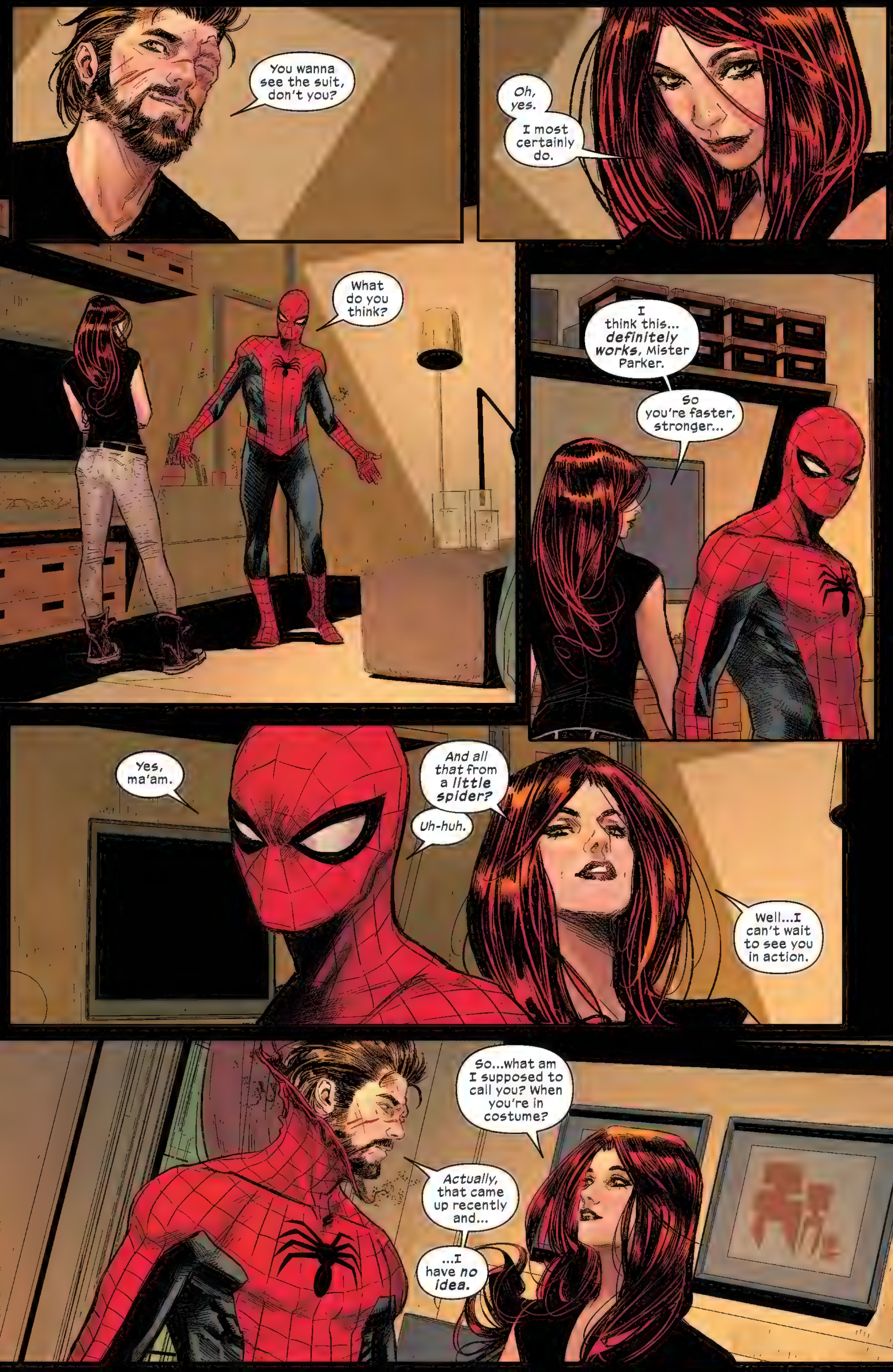

BABOOM
On your feet... We're getting outta here.
"And that..."

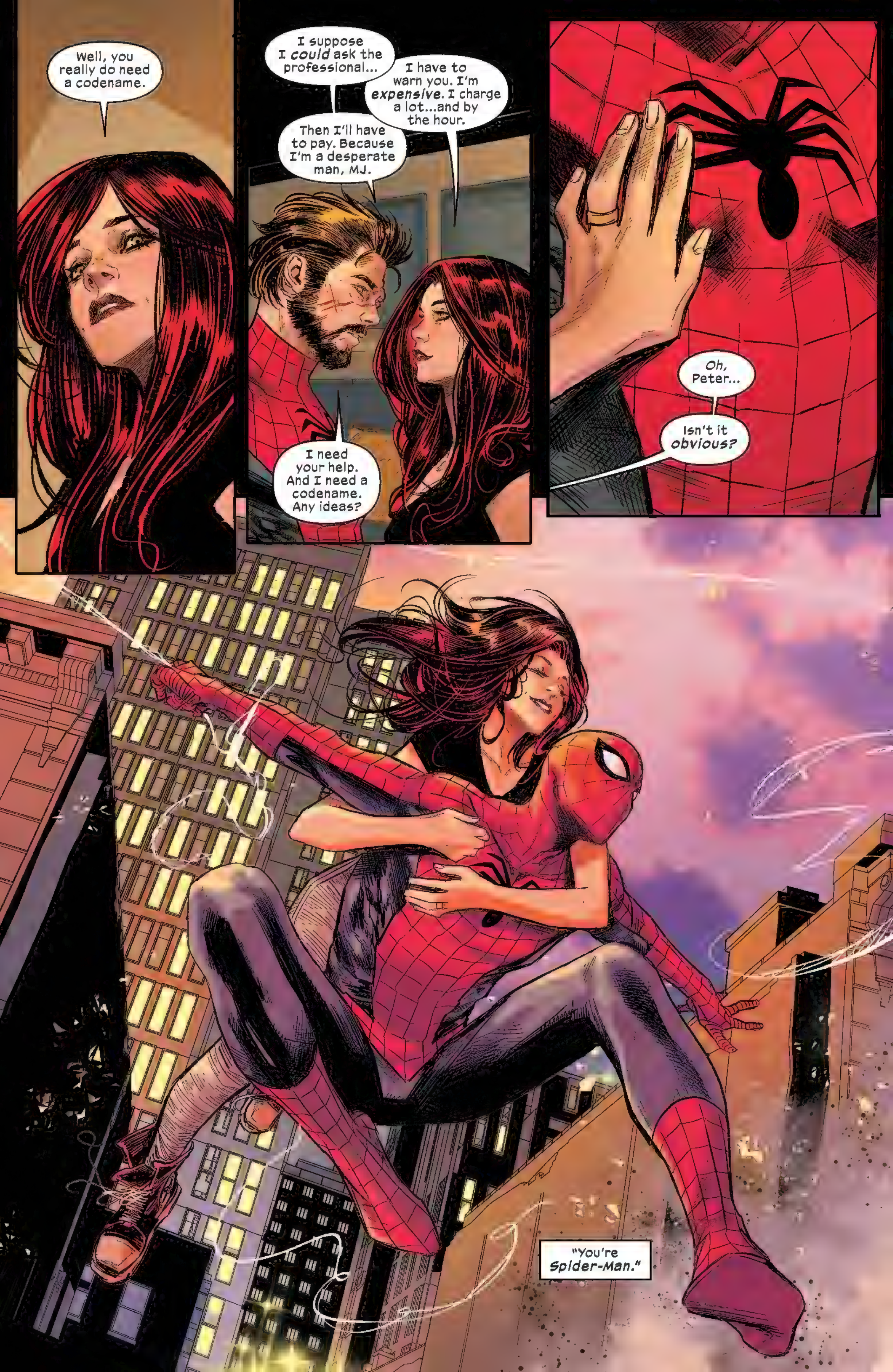

Now.
...is the story of how your dad got his butt kicked.
Okay, but...*hold* on...
You broke into someone's house and tried to beat him up?
Yeah.
Isn't that against the law, Dad?
Yes. ***Exactly!*** That's what I've been saying!
But just to be clear...he's a very bad man doing very bad things. And sure, I'll admit there might also be some professional grievances at play...
But someone has to stop him. And, *uh,* that's kinda what I do now.
Dad...
...are you gonna have to fight him again?
Well. We can't just let him go on doing bad things to good people.
Right?


Right, but...
...are *you* safe?
Peter, are *we* safe?
Yes. I believe so. No one knows who isn't a friend. I plan to keep it that way.
And speaking of...
This has to be a family secret. So you guys can't tell anyone else. Ever. *Okay?*
Okay.
Don't look at me. I didn't tell anyone for, like, ***four whole months!***
You've known for that long? How come I didn't know?
What he means is... how come *we* didn't know?
I couldn't find the right time. Or the right words.
And I wasn't sure that...
I'm sorry. I should have. Especially after May found out.
It's okay, Dad.

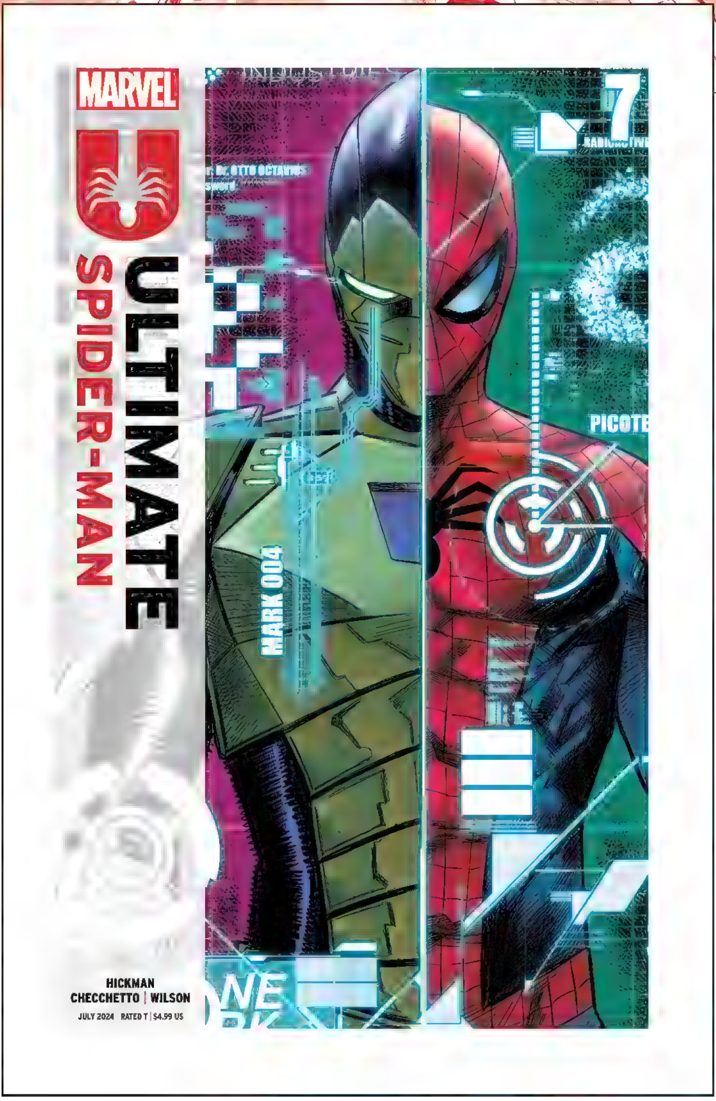

All right. Off to bed with the two of you. Your mother and I need to talk for a bit.
Okay! Good night, Super-Dad!
You know I have more questions. Like, *a lot* more.
Of course you do.
But let's hold on to those until tomorrow. *Deal?*
Sure.
Dad...
Yeah?
Please be careful.


Soooooo...
I'm afraid to ask, but...
...how mad are you?
Peter, I'm not mad. A lot of confusing stuff is suddenly making sense, but...
...I'm not mad.
I do wish you would've told me sooner.
But hearing you tell us what happened--scary as it was...I'm mostly *proud.*
Call it...30 percent scared, 40 percent impressed... there may be other numbers for other things.
Ah...


You wanna see the suit, don't you?
Oh, yes.
I most certainly do.
What do you think?
I think this... *definitely works*, Mister Parker.
So you're faster, stronger...
Yes, ma'am.
And all that from a *little spider?*
Uh-huh.
Well...I can't wait to see you in action.
So...what am I supposed to call you? When you're in costume?
Actually, that came up recently and...
...I have *no idea.*


Well, you really do need a codename.
I suppose I *could* ask the professional...
I have to warn you. I'm *expensive*. I charge a lot...and by the hour.
Then I'll have to pay. Because I'm a desperate man, MJ.
I need your help. And I need a codename. Any ideas?
Oh, Peter...
Isn't it *obvious?*
"You're *Spider-Man.*"

NEXT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ULTIMATE BLACK PANTHER #5

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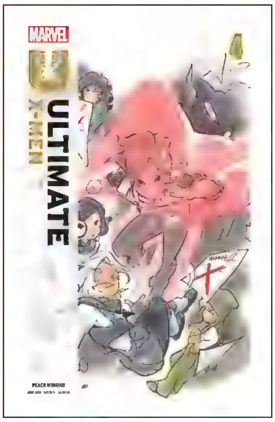
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ULTIMATE X-MEN #4

BY **PEACH MOMOKO**

MARVEL
THE ULTIMATES
1

ULTIMATES #1

BY **DENIZ CAMP** & **JUAN FRIGERI**

5

A diabolical genius known as **THE MAKER** created his ideal Earth by systematically preventing anyone from ever becoming a super hero. To rule his perfected Earth, he placed super villains in charge of different regions, and together, **THE MAKER'S COUNCIL** quietly orchestrated the history of the world.

Among them are **RA** and **KHONSHU**, who oversee Africa—all but the impenetrable, isolated kingdom of **WAKANDA**. But when Ra and Khonshu planted an assassin within Wakanda's borders, **KING T'CHALLA** was forced to send the kingdom into war.

With spies leaking Wakandan secrets to Ra and Khonshu, **BLACK PANTHER** trusts no one except his sister, **SHURI**, his wife, **QUEEN OKOYE**, and **KILLMONGER** and **STORM**, two guerrilla fighters who rescued T'Challa from an ambush—and who led him to a hidden, mysterious green ore that Ra and Khonshu seek...

WRITER: **BRYAN HILL**
GUEST ARTIST: **CARLOS NIETO**

COLOR ARTIST: **DAVID CURIEL**
LETTERER: **VC's CORY PETIT**
COVER ARTISTS: **STEFANO CASELLI & DAVID CURIEL**
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DESIGN: **JAY BOWEN**
ASSISTANT EDITOR: **MICHELLE MARCHESE**
EDITOR: **WIL MOSS**
EDITOR IN CHIEF: **C.B. CEBULSKI**

BLACK PANTHER CREATED BY **STAN LEE** & **JACK KIRBY**

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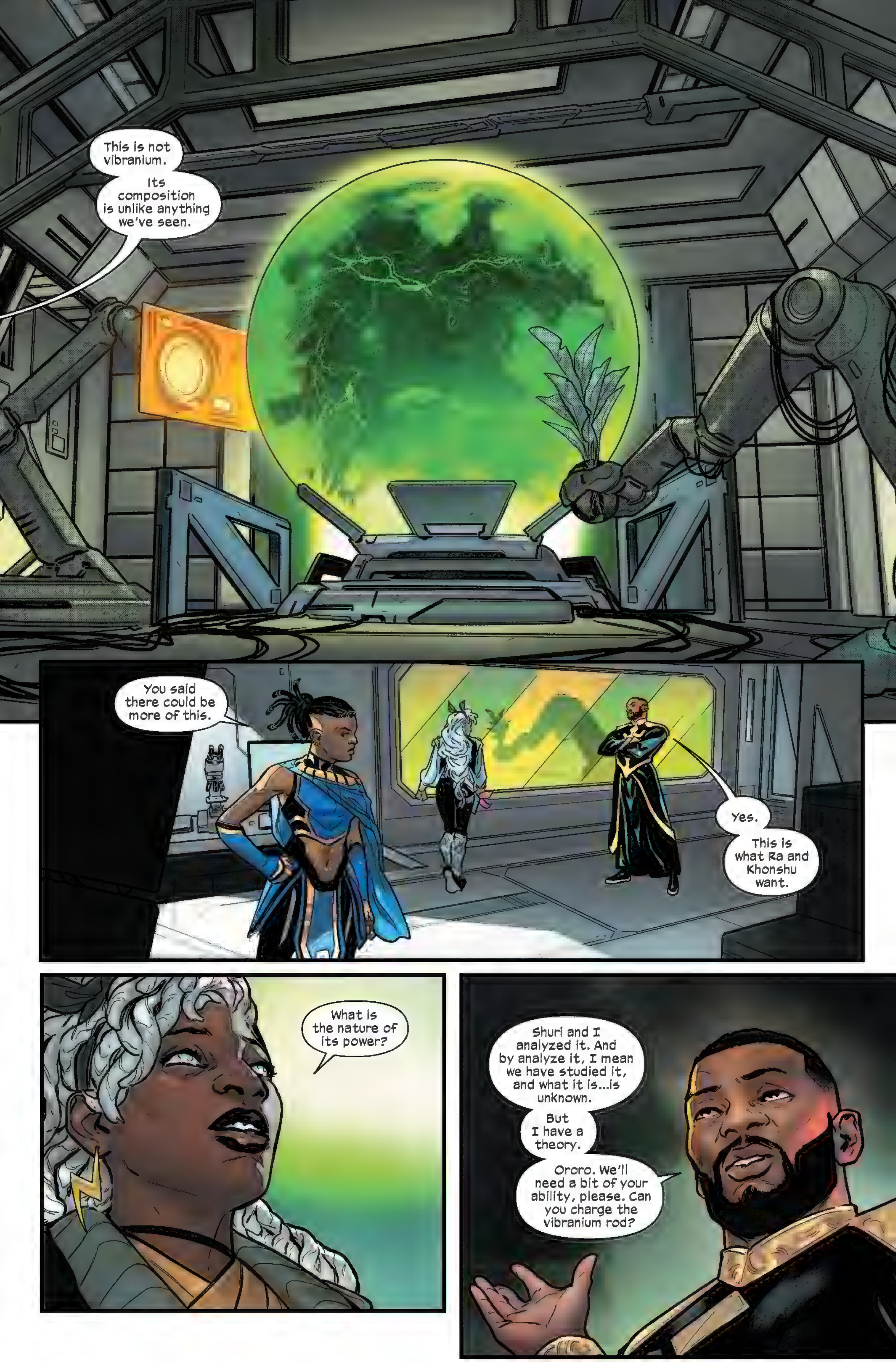
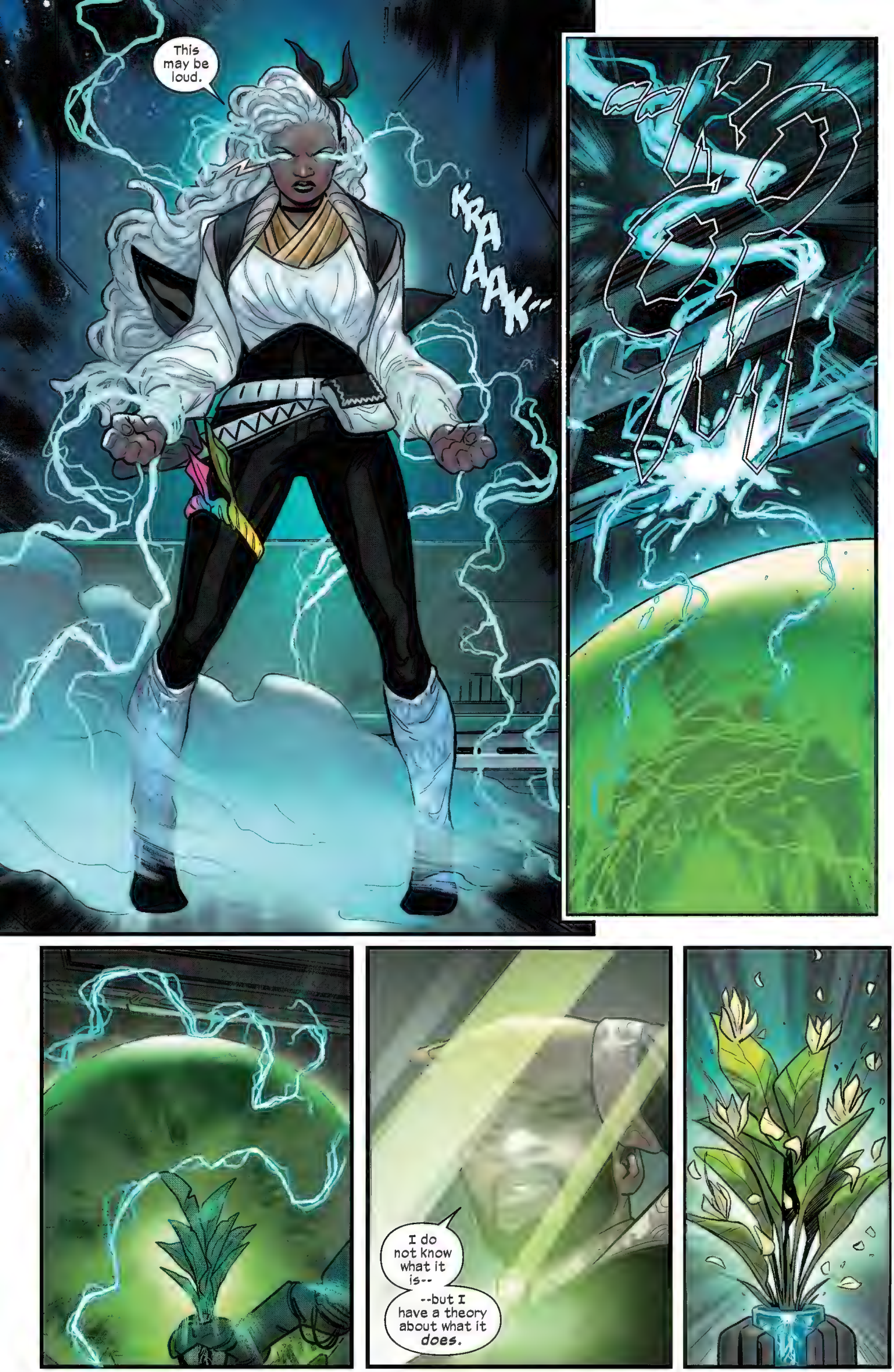
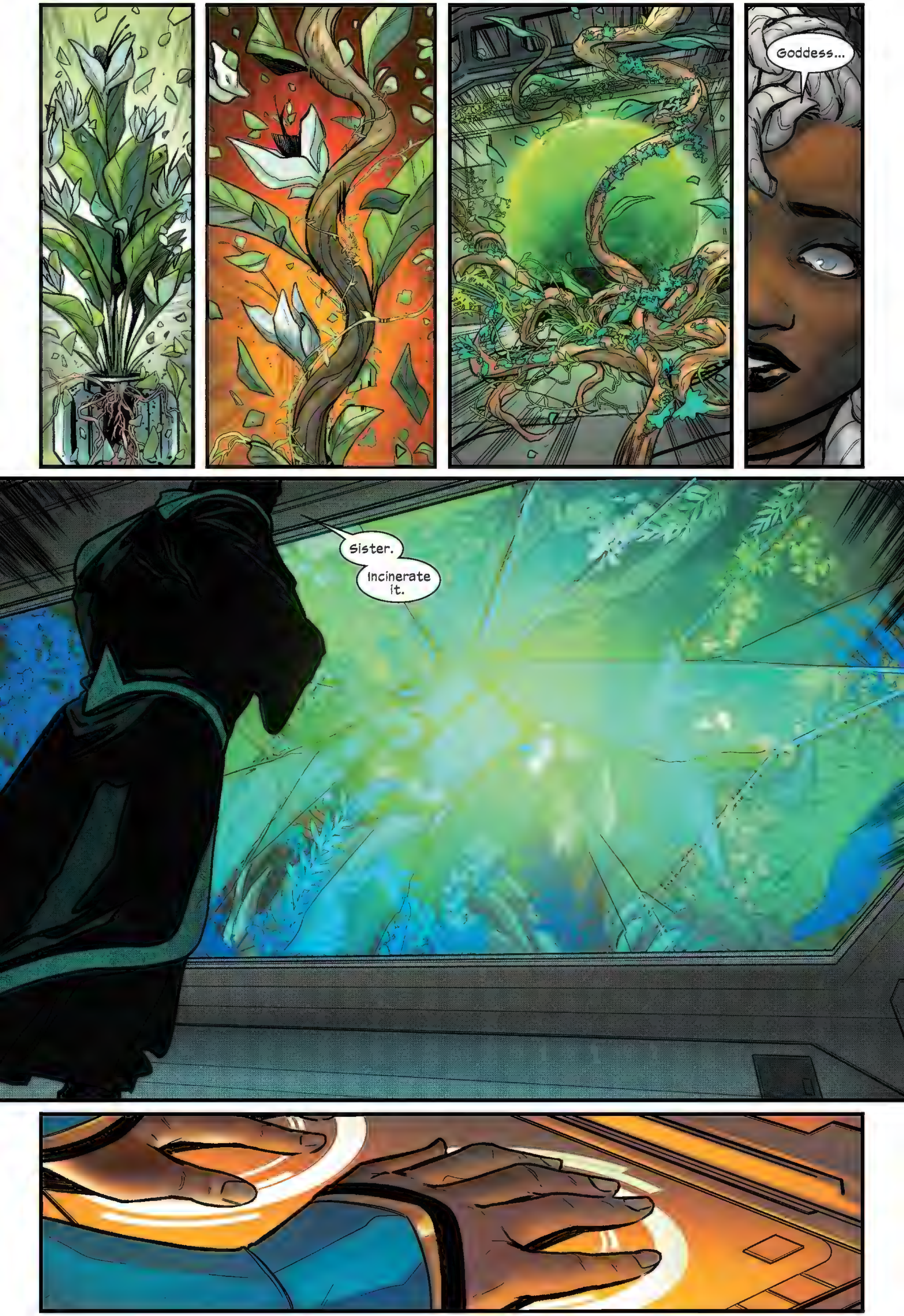
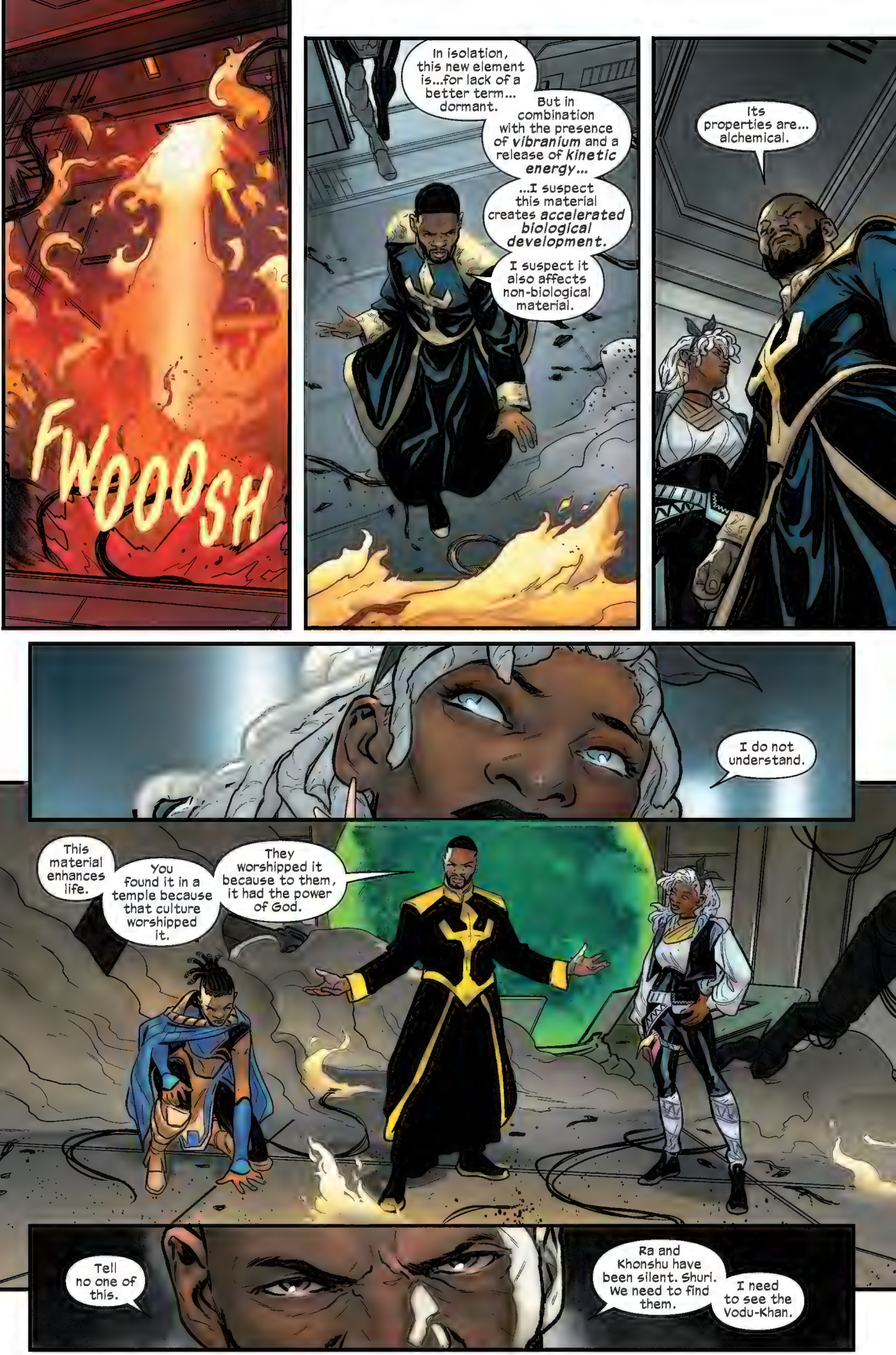
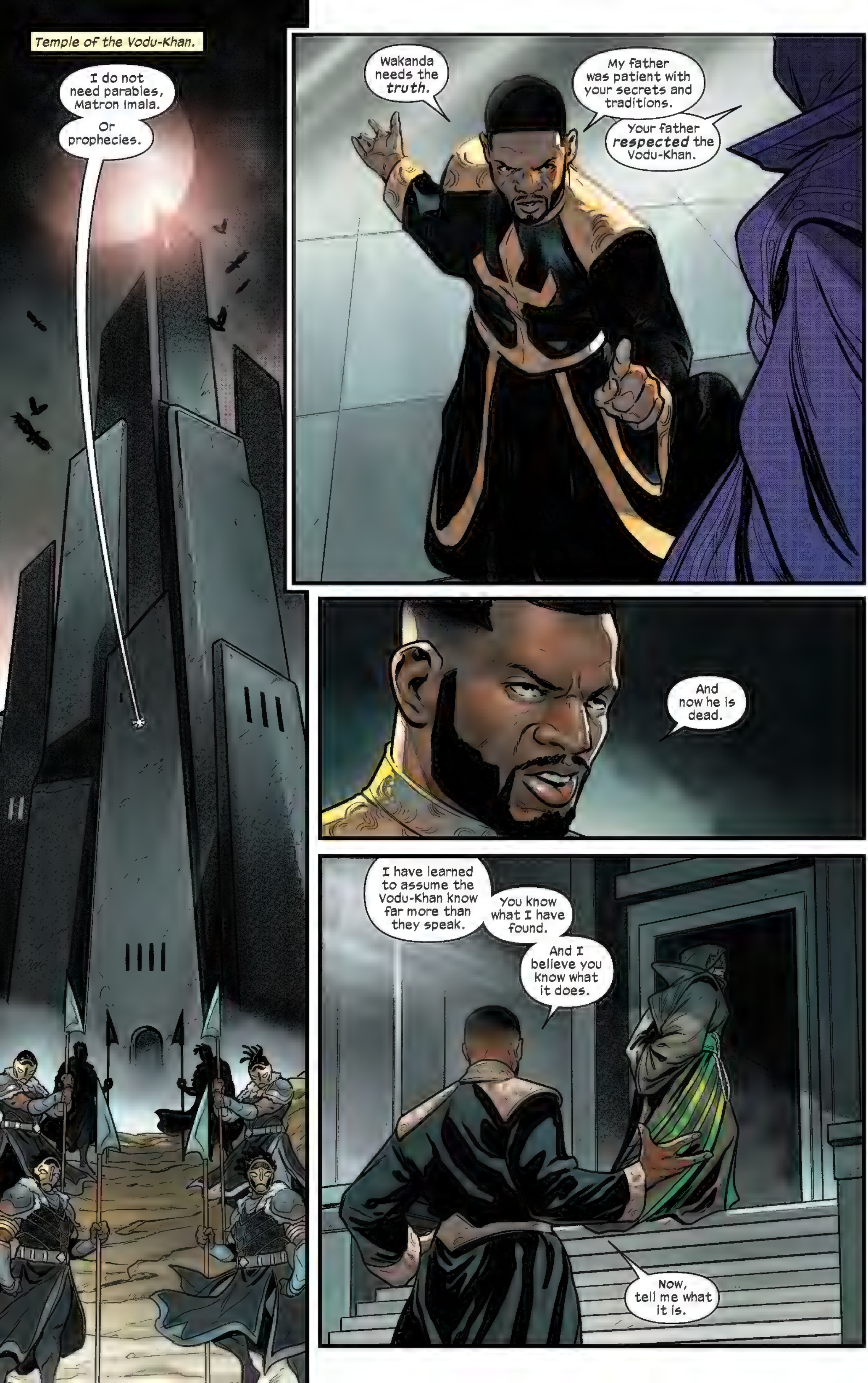
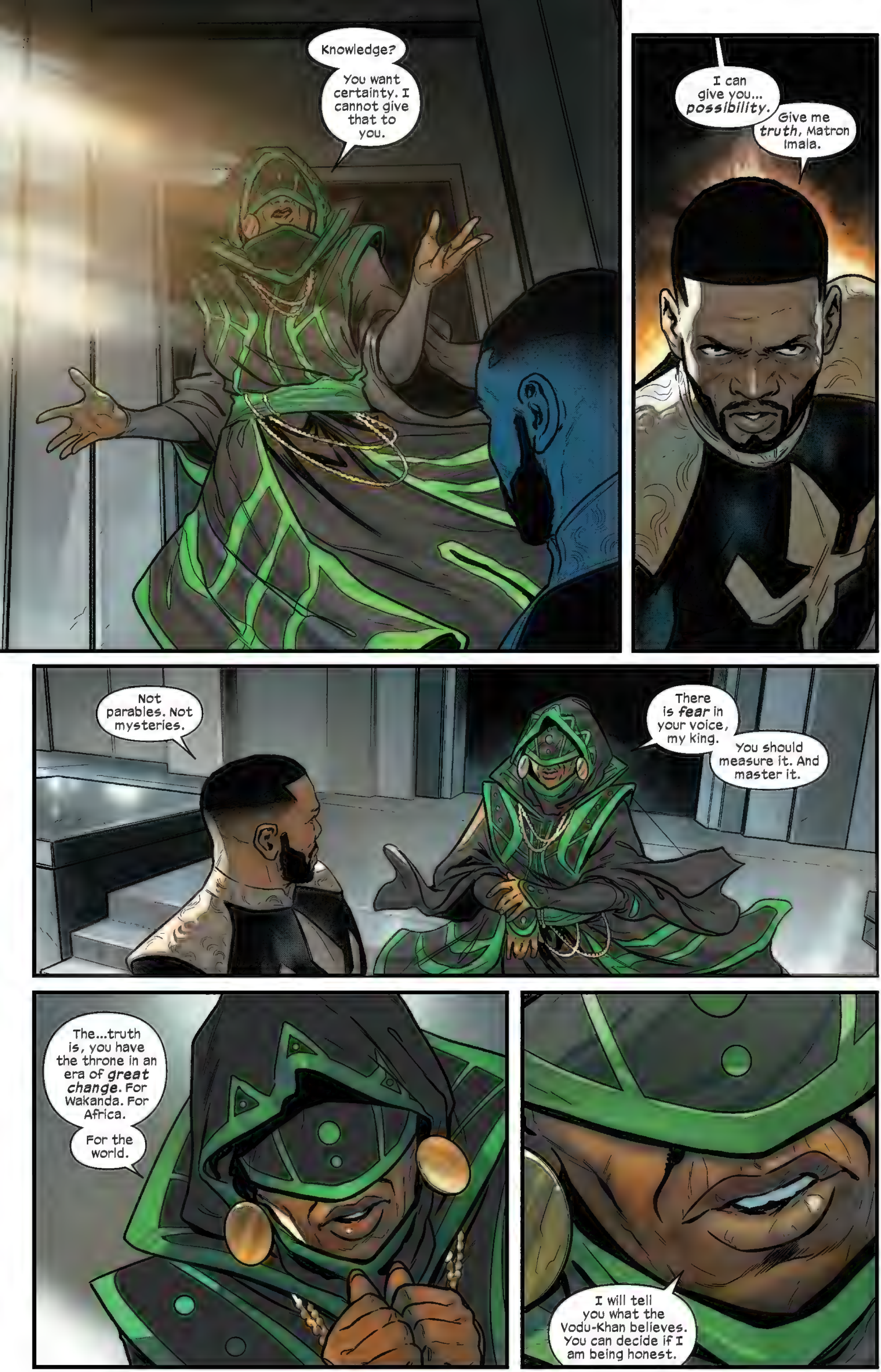

This is not vibranium.
Its composition is unlike anything we've seen.
You said there could be more of this.
Yes.
This is what Ra and Khonshu want.
What is the nature of its power?
Shuri and I analyzed it. And by analyze it, I mean we have studied it, and what it is...is unknown.
But I have a theory.
Ororo. We'll need a bit of your ability, please. Can you charge the vibranium rod?

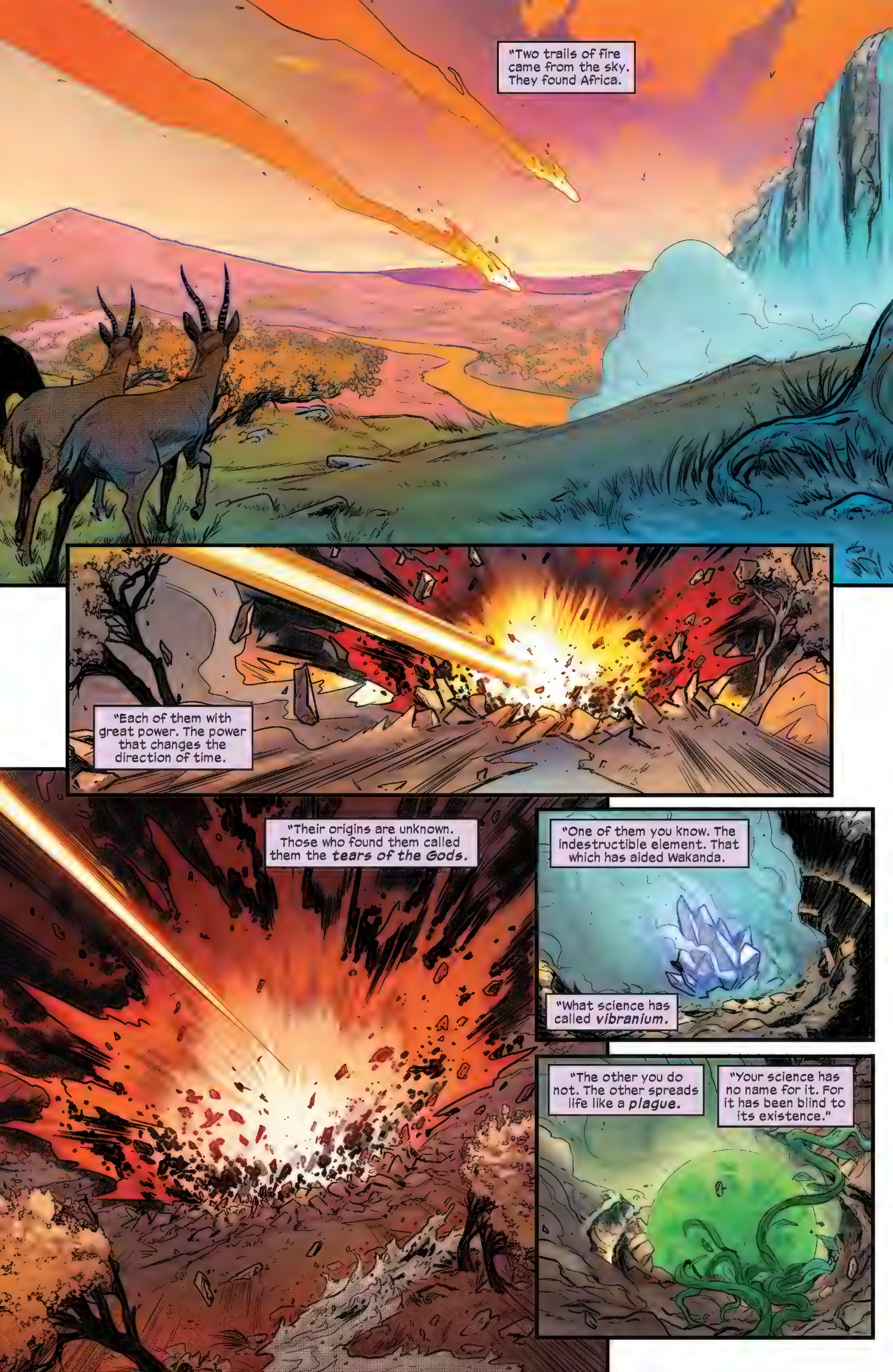

This may be loud.
KRAAAK--
KOOM
I do not know what it is--
--but I have a theory about what it *does.*

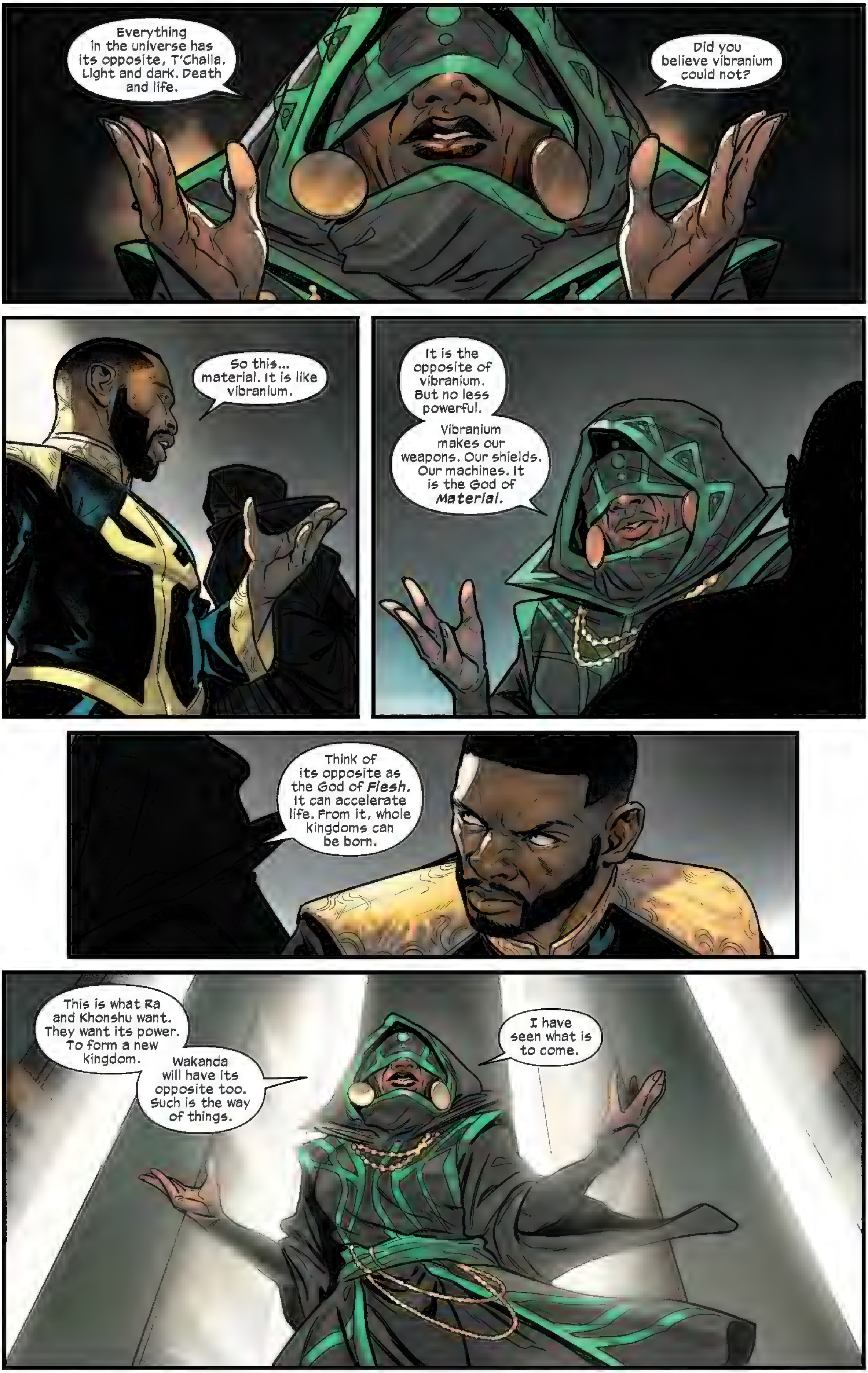

Goddess...
Sister.
Incinerate it.

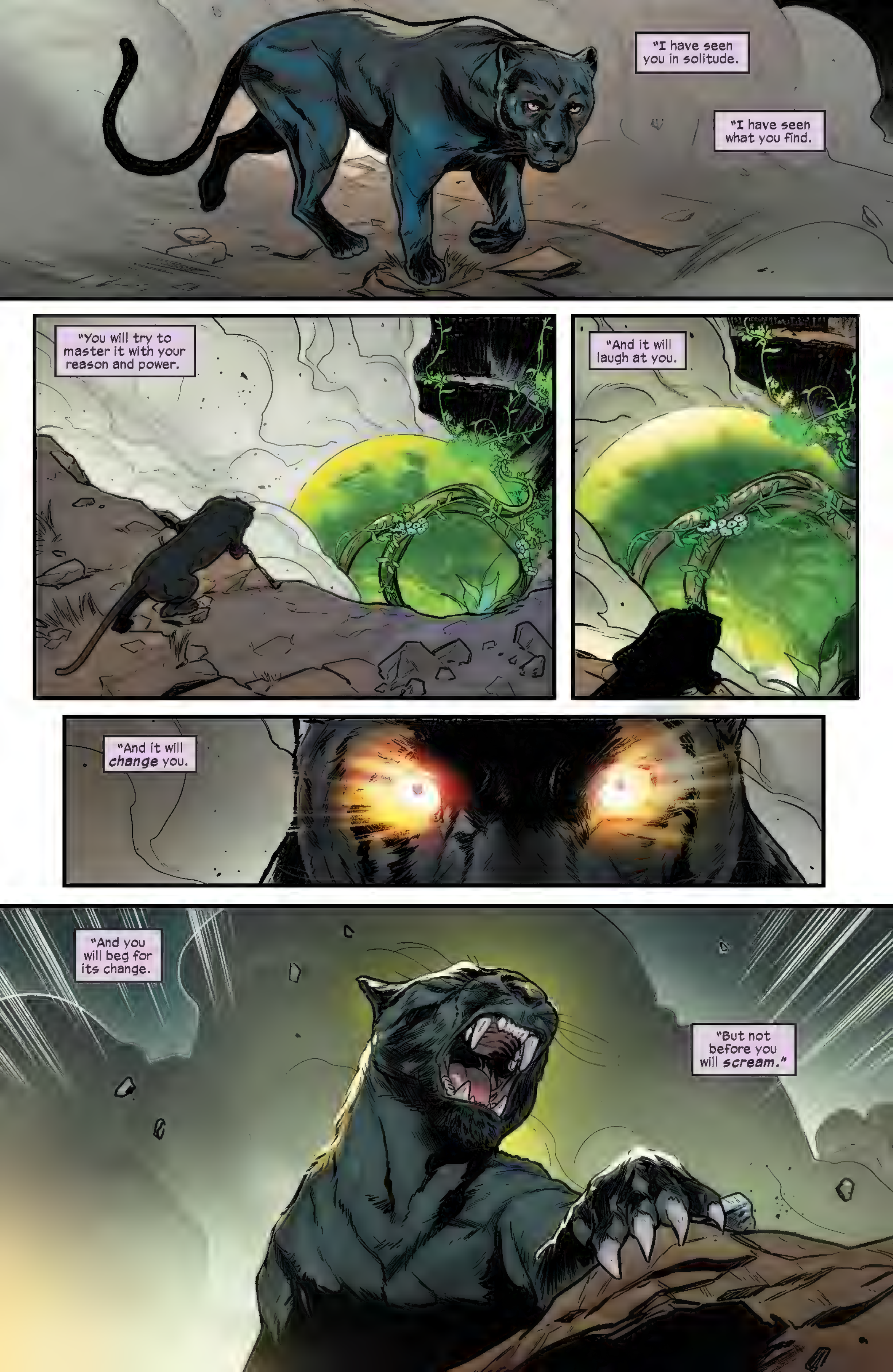

FWOOOSH
In isolation, this new element is...for lack of a better term... dormant.
But in combination with the presence of *vibranium* and a release of *kinetic energy*...
...I suspect this material creates *accelerated biological development.*
I suspect it also affects non-biological material.
Its properties are... alchemical.
I do not understand.
This material enhances life.
You found it in a temple because that culture worshipped it.
They worshipped it because to them, it had the power of God.
Tell no one of this.
Ra and Khonshu have been silent. Shuri. We need to find them.
I need to see the Vodu-Khan.

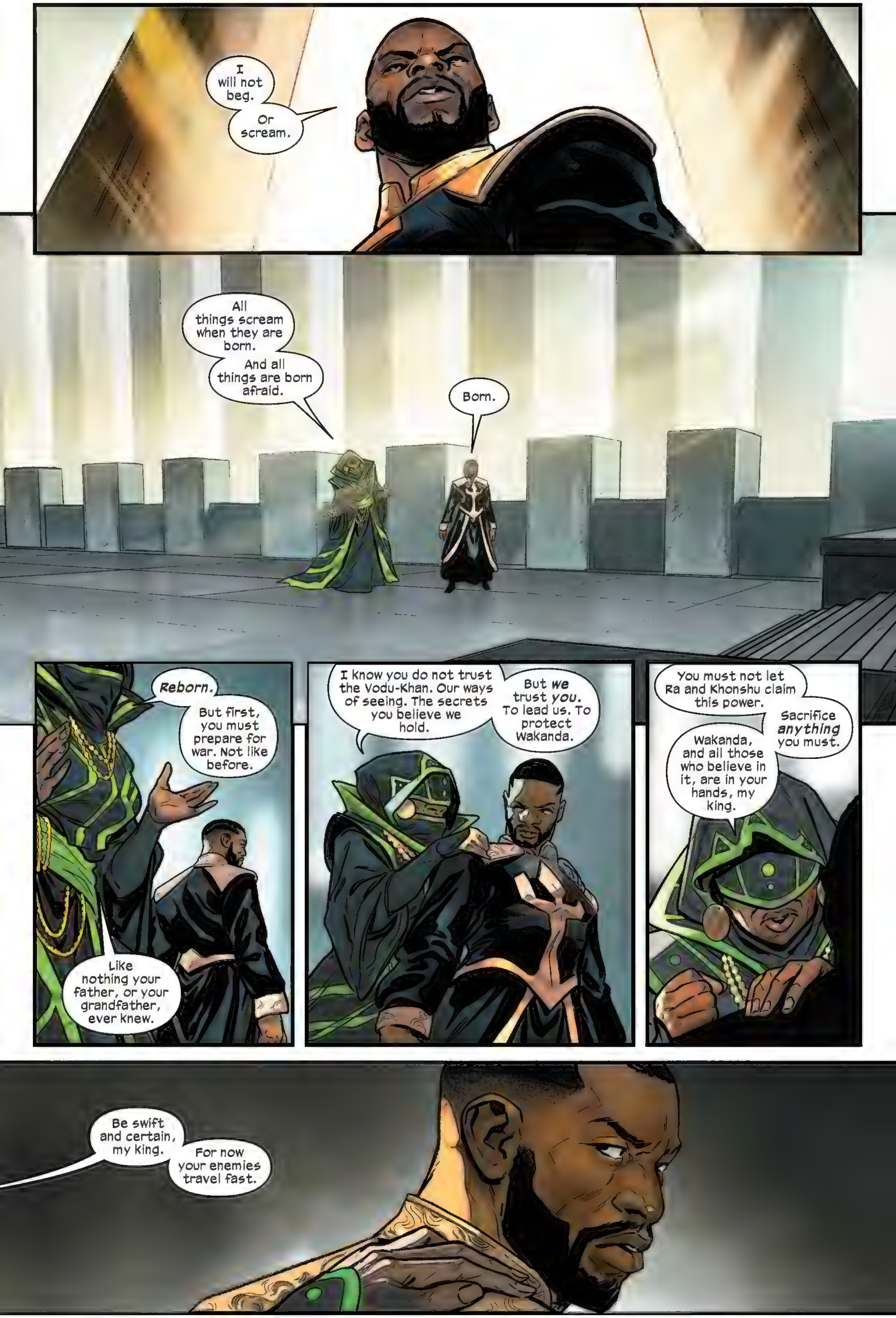

Temple of the Vodu-Khan.
I do not need parables, Matron Imala.
Or prophecies.
Wakanda needs the *truth.*
My father was patient with your secrets and traditions.
Your father ***respected*** the Vodu-Khan.
And now he is dead.
I have learned to assume the Vodu-Khan know far more than they speak.
You know what I have found.
And I believe you know what it does.
Now, tell me what it is.

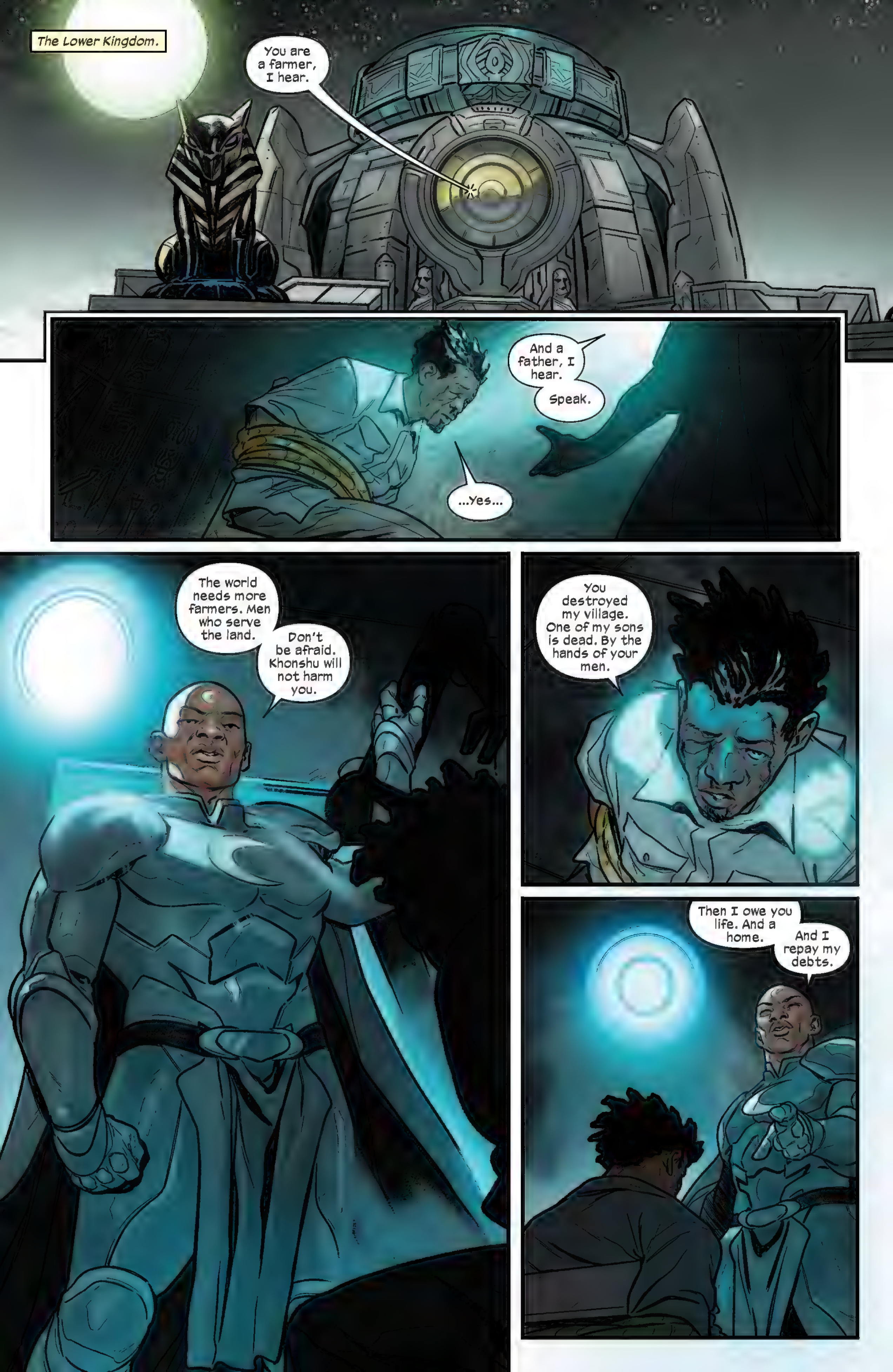

Knowledge?
You want certainty. I cannot give that to you.
I can give you... *possibility*.
Give me *truth*, Matron Imala.
Not parables. Not mysteries.
There is *fear* in your voice, my king.
You should measure it. And master it.
The...truth is, you have the throne in an era of *great change*. For Wakanda. For Africa.
For the world.
I will tell you what the Vodu-Khan believes. You can decide if I am being honest.

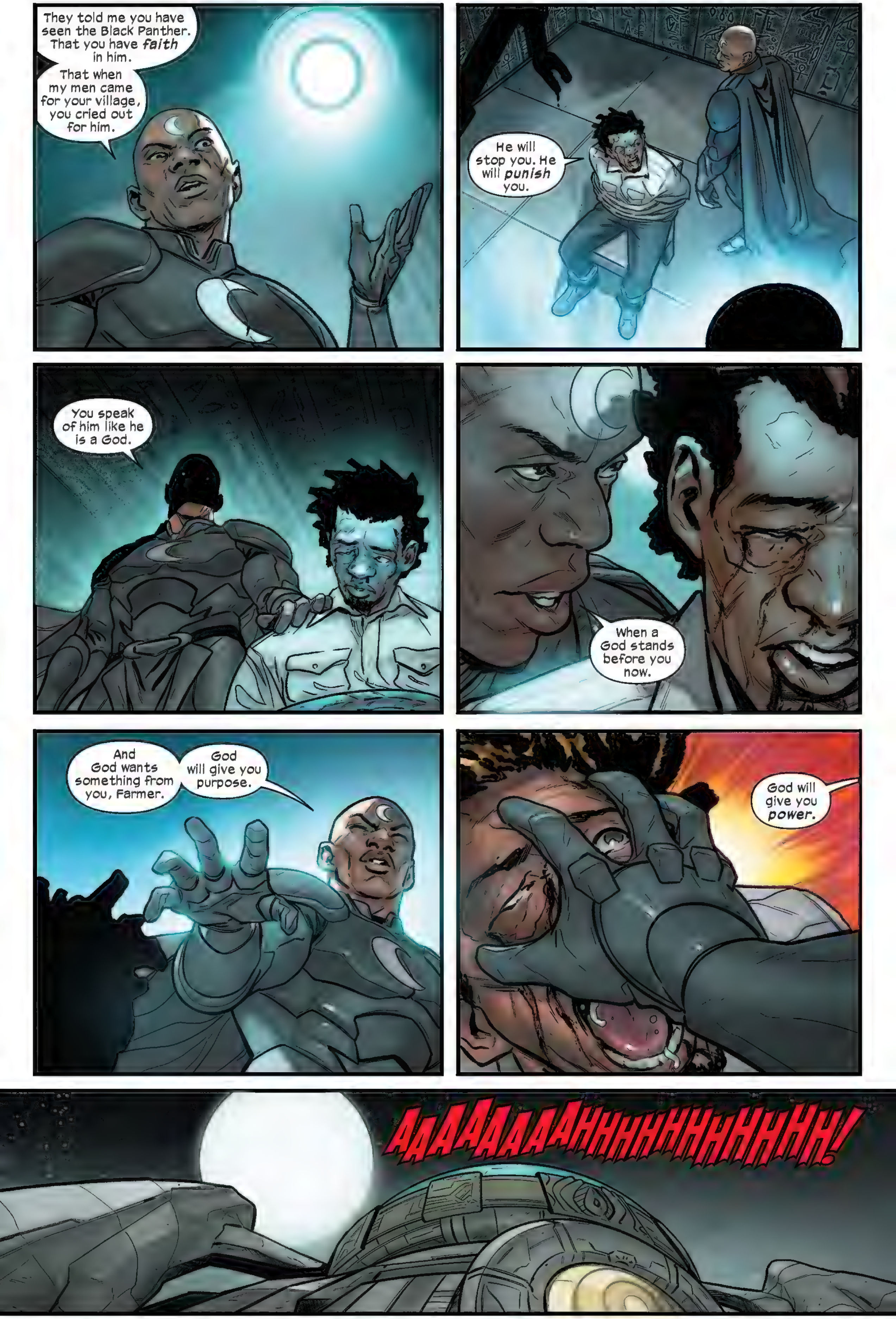

"Two trails of fire came from the sky. They found Africa.
"Each of them with great power. The power that changes the direction of time.
"Their origins are unknown. Those who found them called them the *tears of the Gods.*
"One of them you know. The indestructible element. That which has aided Wakanda.
"What science has called *vibranium.*
"The other you do not. The other spreads life like a *plague.*
"Your science has no name for it. For it has been blind to its existence."

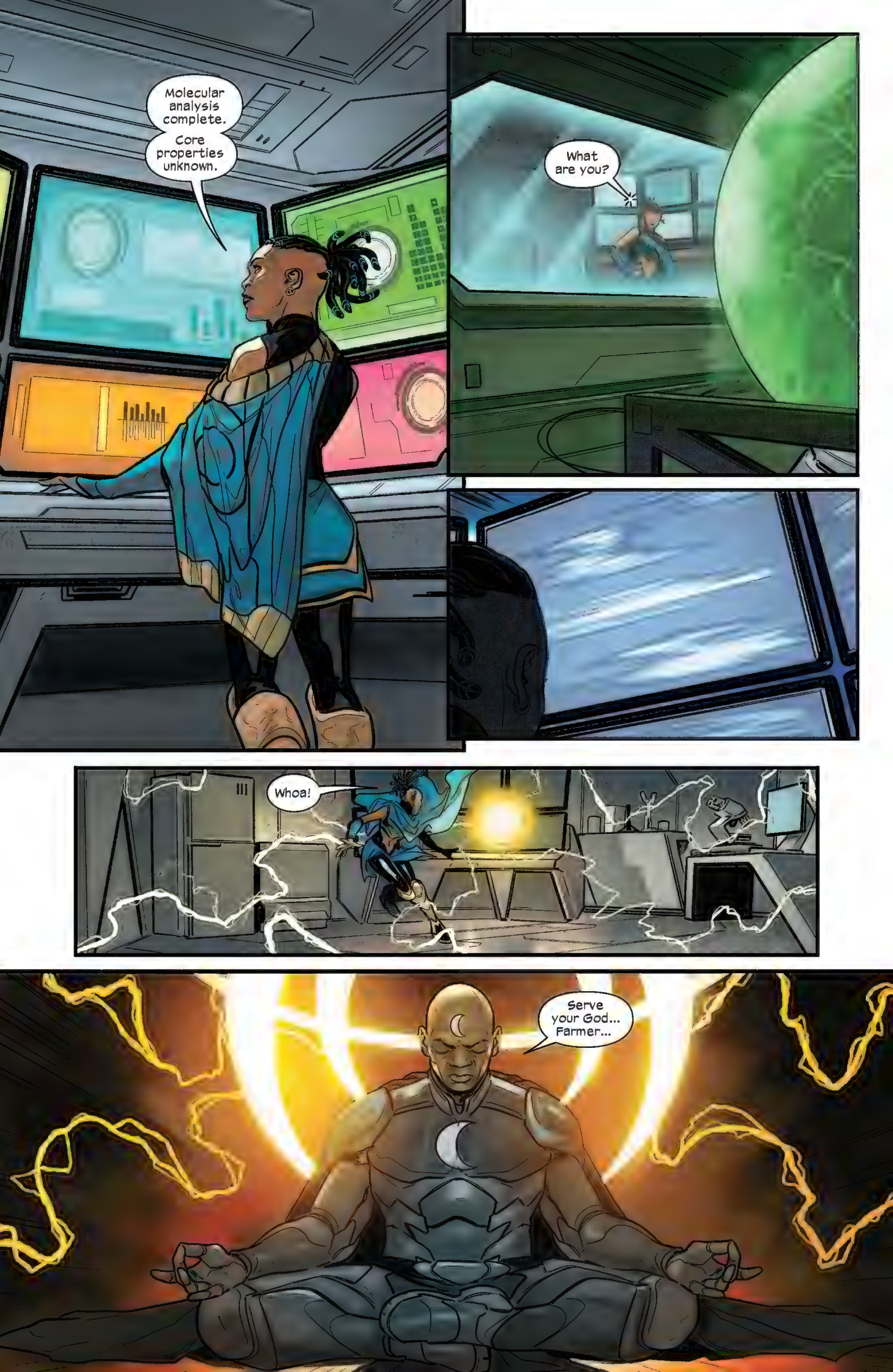

Everything in the universe has its opposite, T'Challa. Light and dark. Death and life.
Did you believe vibranium could not?
So this... material. It is like vibranium.
It is the opposite of vibranium. But no less powerful.
Vibranium makes our weapons. Our shields. Our machines. It is the God of *Material*.
Think of its opposite as the God of *Flesh*. It can accelerate life. From it, whole kingdoms can be born.
This is what Ra and Khonshu want. They want its power. To form a new kingdom.
Wakanda will have its opposite too. Such is the way of things.
I have seen what is to come.

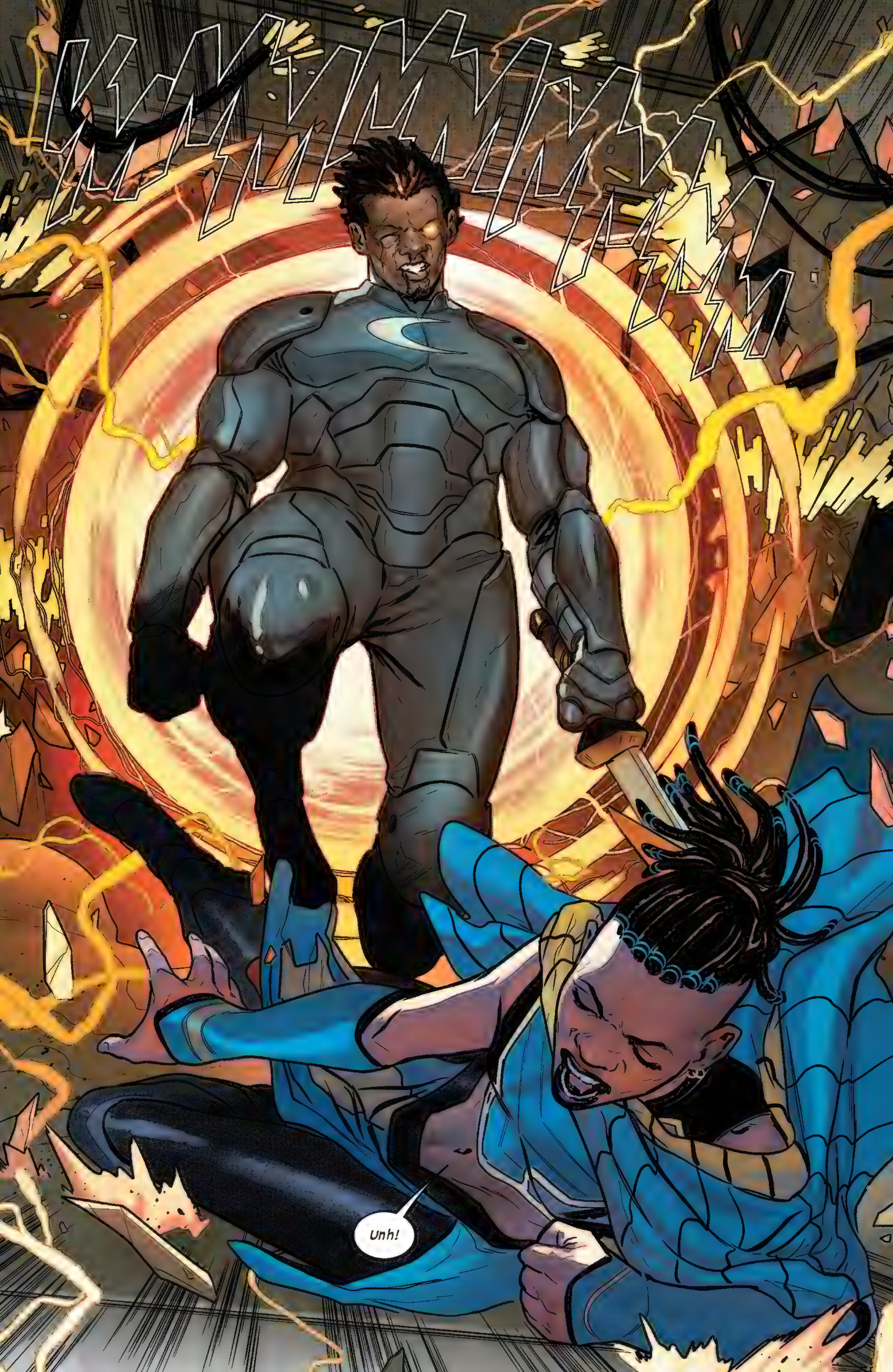

"I have seen you in solitude.
"I have seen what you find.
"You will try to master it with your reason and power.
"And it will laugh at you.
"And it will *change* you.
"And you will beg for its change.
"But not before you will ***scream.***"

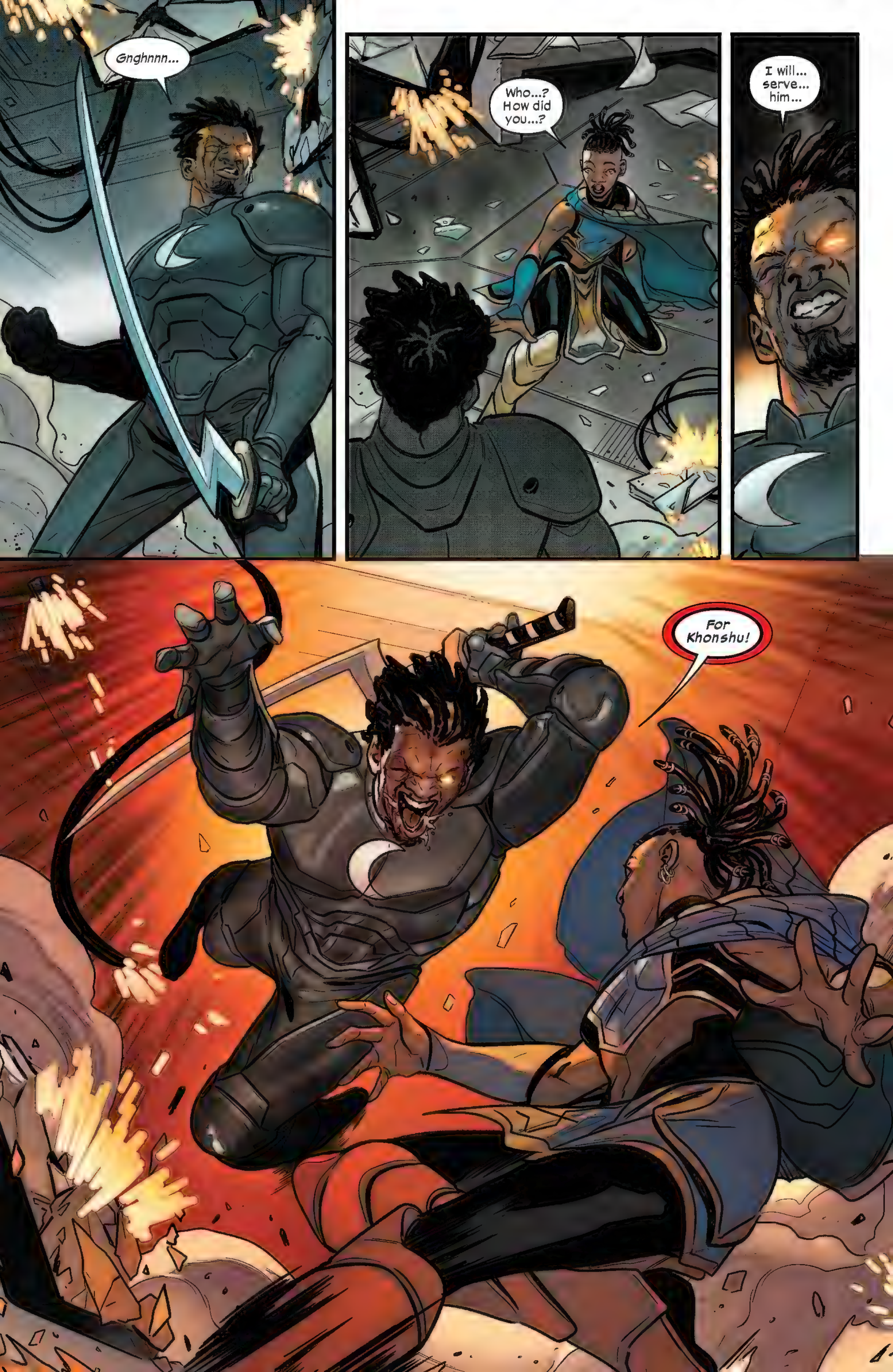

I will not beg.
Or scream.
All things scream when they are born.
And all things are born afraid.
Born.
Reborn.
But first, you must prepare for war. Not like before.
Like nothing your father, or your grandfather, ever knew.
I know you do not trust the Vodu-Khan. Our ways of seeing. The secrets you believe we hold.
But *we* trust *you.* To lead us. To protect Wakanda.
You must not let Ra and Khonshu claim this power.
Sacrifice *anything* you must.
Wakanda, and all those who believe in it, are in your hands, my king.
Be swift and certain, my king.
For now your enemies travel fast.

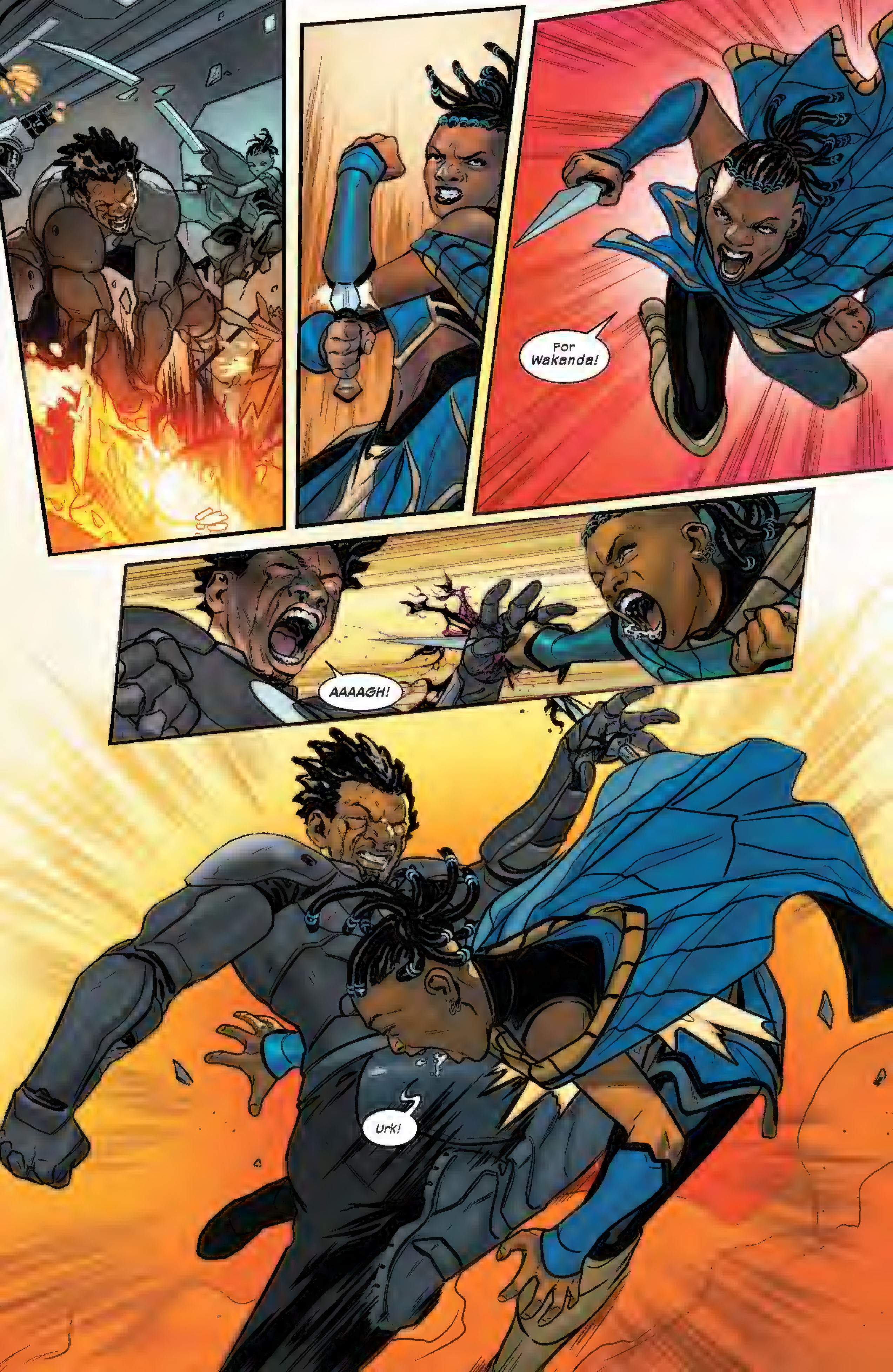

The Lower Kingdom.
You are a farmer, I hear.
And a father, I hear.
Speak.
...Yes...
The world needs more farmers. Men who serve the land.
Don't be afraid. Khonshu will not harm you.
You destroyed my village. One of my sons is dead. By the hands of your men.
Then I owe you life. And a home.
And I repay my debts.

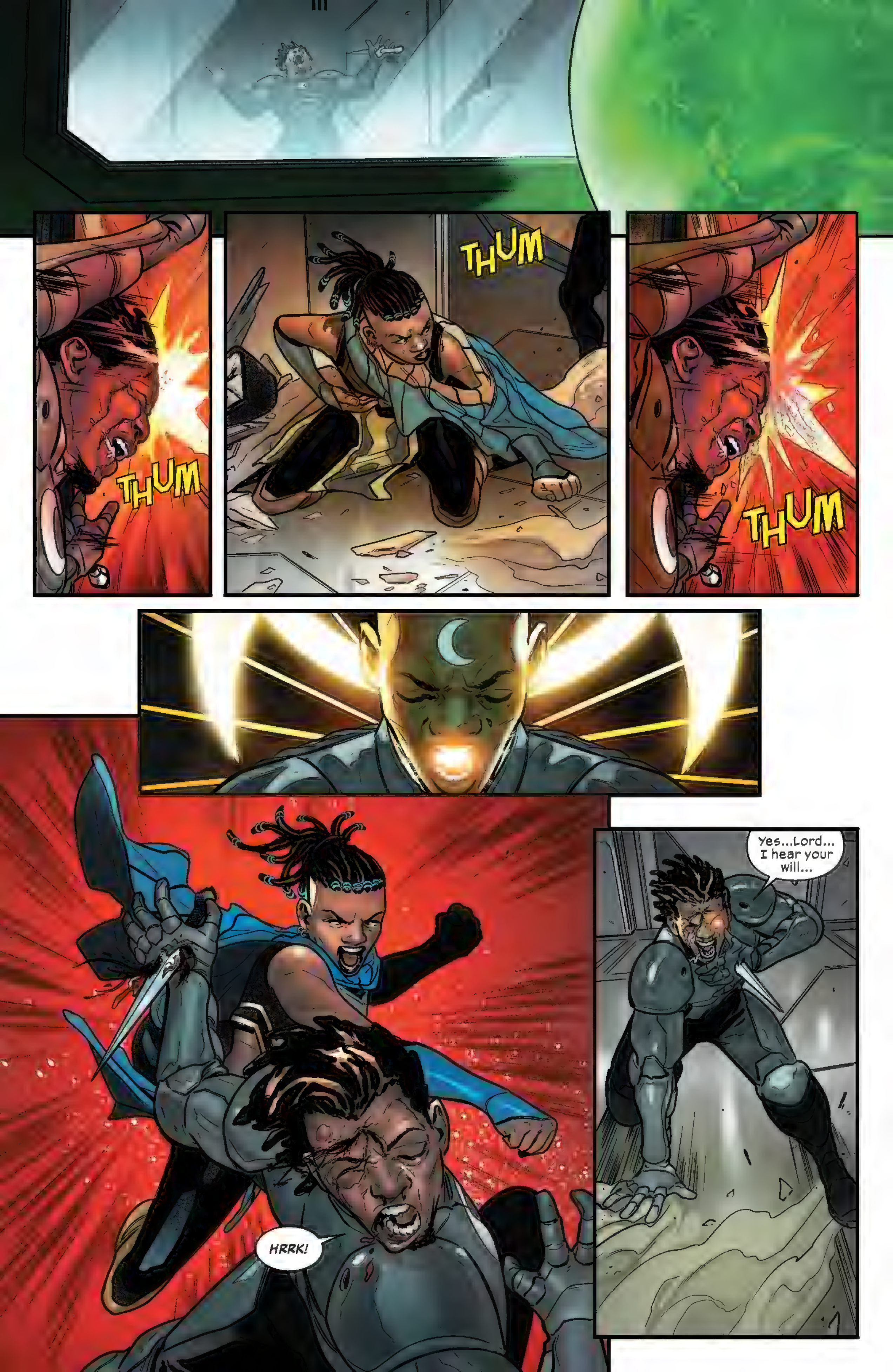

They told me you have seen the Black Panther. That you have *faith* in him.
That when my men came for your village, you cried out for him.
He will stop you. He will *punish* you.
You speak of him like he is a God.
When a God stands before you now.
And God wants something from you, Farmer.
God will give you purpose.
God will give you *power*.
AAAAAAAAHHHHHHHHHHHH!

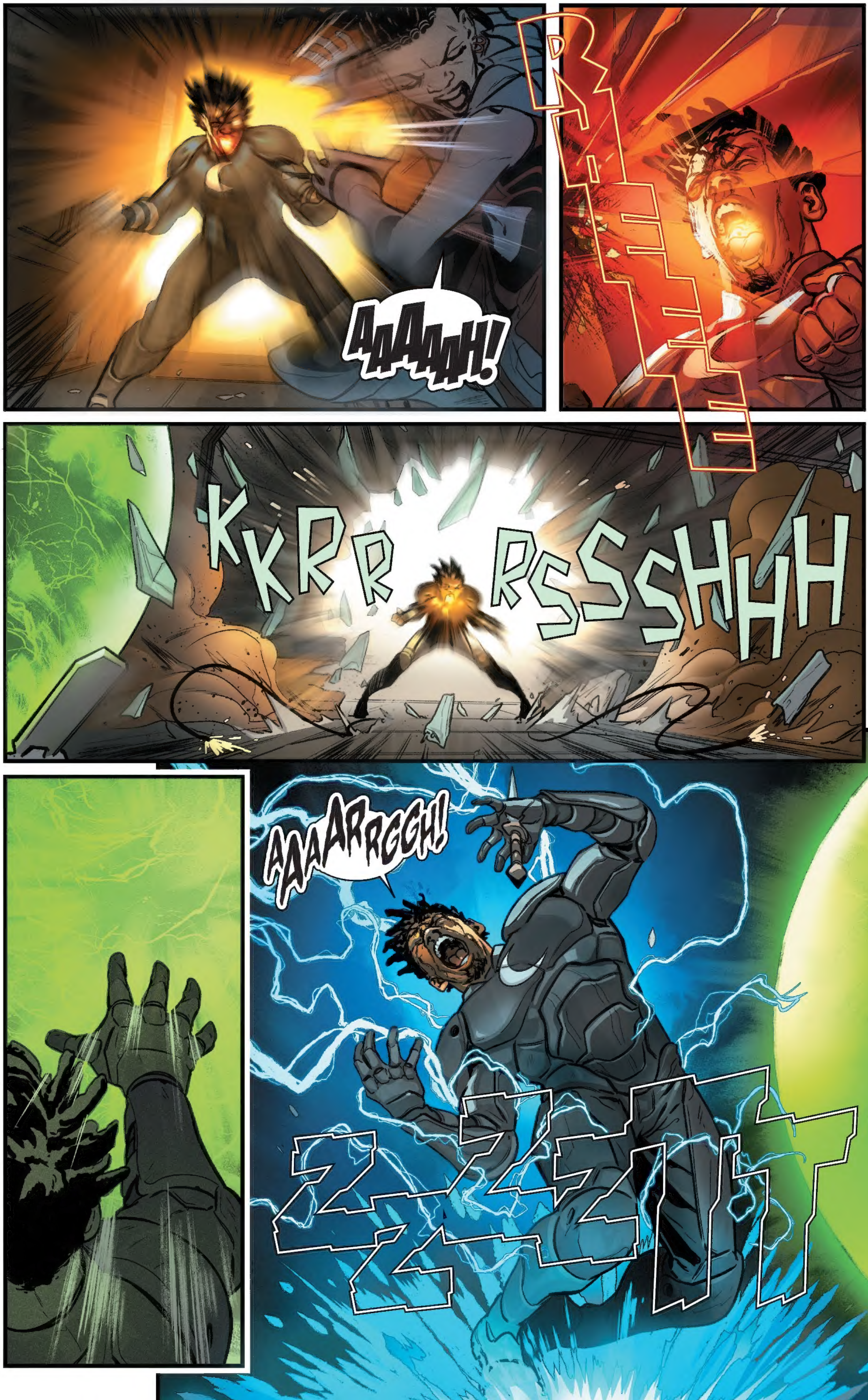

Molecular analysis complete.
Core properties unknown.
What are you?
Whoa!
Serve your God... Farmer...

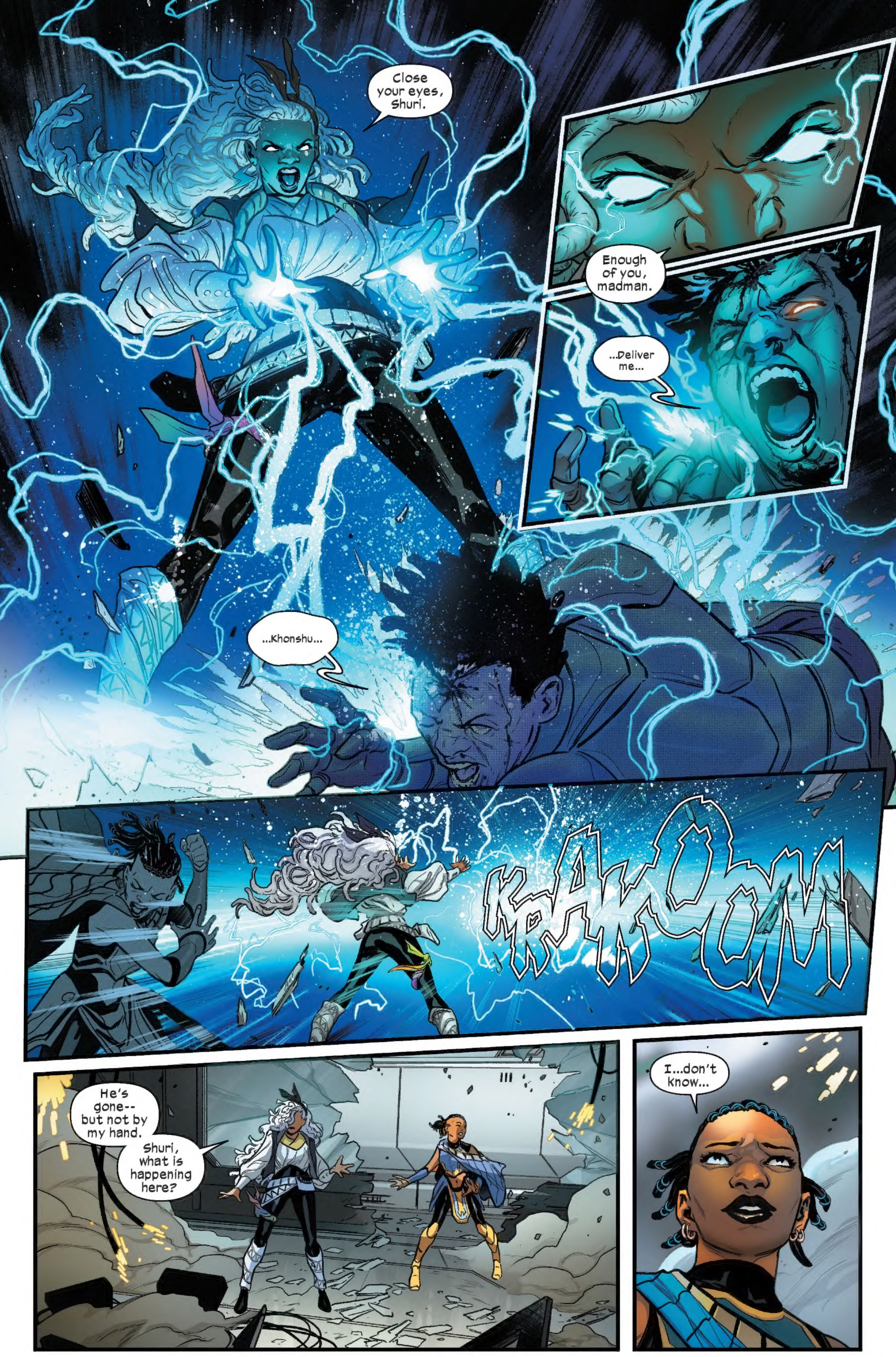

KVMMMMMM
Unh!

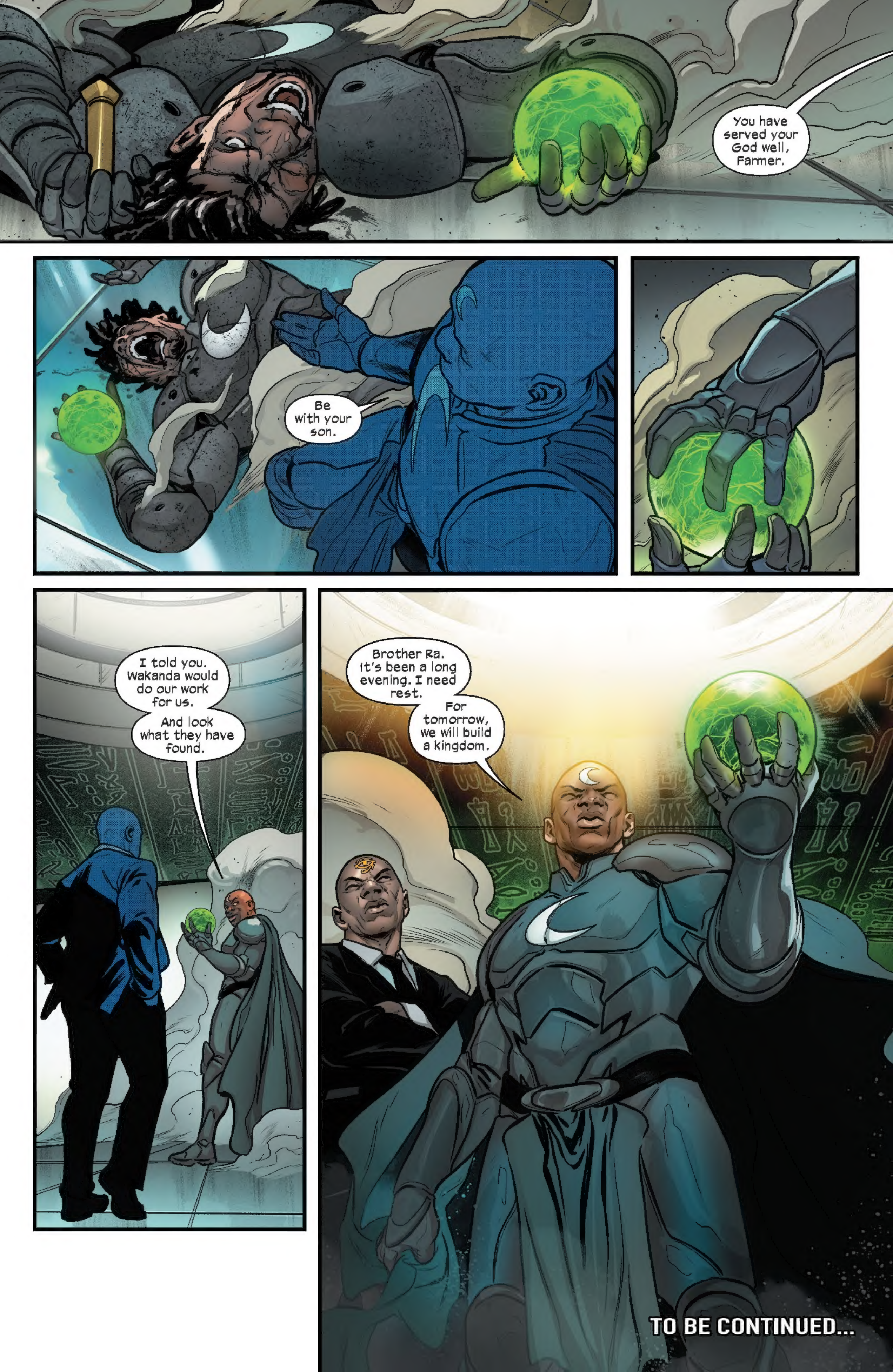

Gnghnnn...
Who...? How did you...?
I will... serve... him...
For Khonshu!


For Wakanda!
AAAAGH!
Urk!

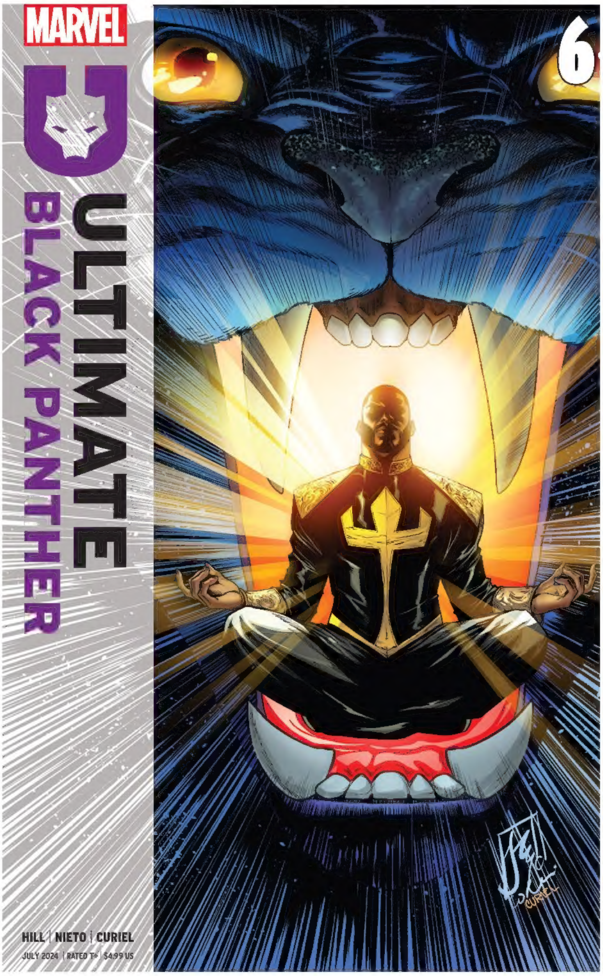

THUM
THUM
THUM
HRRK!
Yes...Lord... I hear your will...


AAAAAH!
RREEE
KKRR R RSSSHHH
AAAARRGGH!
ZZZZUT


Close your eyes, Shuri.
Enough of you, madman.
...Deliver me...
...Khonshu...
KRAKOOM
He's gone--but not by my hand.
Shuri, what is happening here?
I...don't know...


You have served your God well, Farmer.
Be with your son.
I told you. Wakanda would do our work for us.
And look what they have found.
Brother Ra. It's been a long evening. I need rest.
For tomorrow, we will build a kingdom.
TO BE CONTINUED...

NEXT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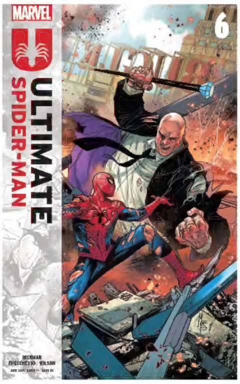
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